MARVEL MASTERWORKS

THE AMAZING SPIDER-MAN

VOLUME 24

THE AMAZING SPIDER-MAN Nos. 252-262
& ANNUAL No. 18
TOM DEFALCO & RON FRENZ

MARVEL MASTERWORKS

PRESENTS

the AMAZING SPIDER-MAN

VOLUME 24

COLLECTING

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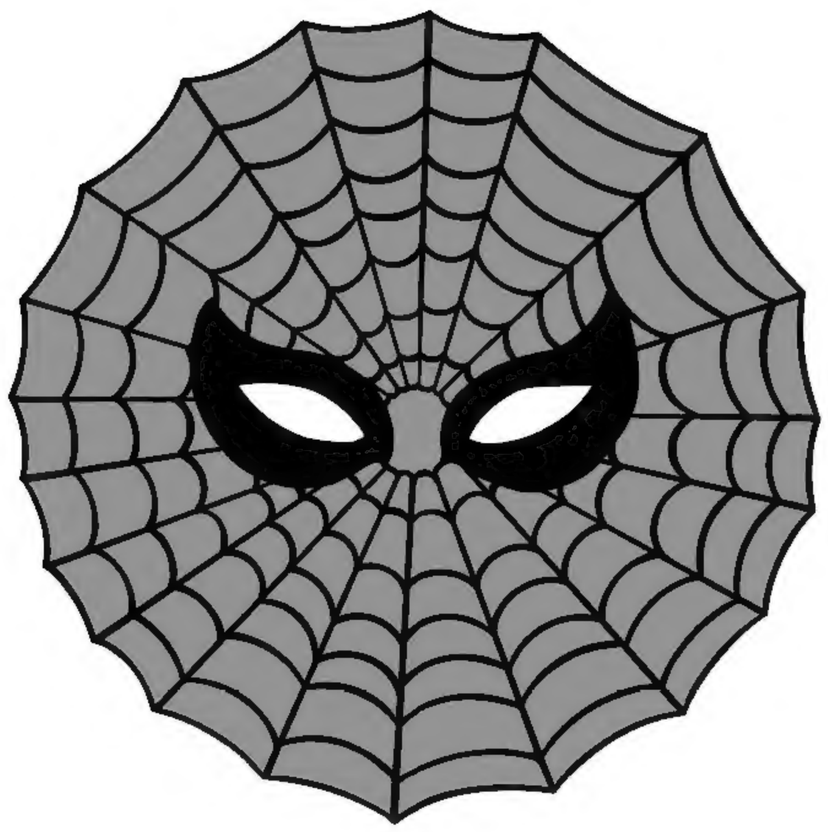
& ANNUAL No. 18

TOM DEFALCO • RON FRENZ



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Nos. 252-262 & ANNUAL No. 18

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INTRODUCTION
BY DANNY FINGEROTH

Here's the thing about Peter Parker. And Spider-Man. And *you.*

You may think you're reading, in this volume, about the adventures of Peter Parker/Spider-Man, in stories taking place in the character's third decade of continuous publication. You may think you're reading about living costumes, and goblin-y villains, and strange romances, and grizzled newspaper publishers who love to hold a grudge.

But really, you're reading about *yourself.*

Because that's what Marvel's greatest writers and artists have always enabled you to do. They use the super heroes to "trick" you into learning something about yourself. And no character's creative teams have done that more than Spider-Man. It started with his co-creators, Stan Lee and Steve Ditko, and has continued for 60 years.

In all the history of super hero comics, there's no one who is as relatable as Peter Parker. And there's no one who understands what makes Peter tick like Tom DeFalco, Roger Stern, Ron Frenz and Rick Leonardi. But while giving you access to Peter's inner world, these guys don't exactly hold back on the visuals. Just take a look at Ron's Spider-Man action scenes—and Rick's, too! Holy cow! (As the Spider-Man line editor, I got to see all these pages first. Don't think I'm not aware of how lucky I was!)

So you'll come for the punching and hitting, but you'll stay because, somehow, the characters' stories become *your* stories. They're about family ties and how simultaneously fragile and strong they are. They're about trust and betrayal, love and hate—and ambivalence. About power and responsibility.

And in the particular stories in this volume, as you'll see, the writers and artists have extra challenges to contend with. Because these issues are set smack dab in the middle of the phenomenon that was the original *Marvel Super Heroes Secret Wars*, one of comics' first humongous (and humongously popular) mega-crossovers. The idea behind *MSHSW* was that Marvel's heroes would all disappear at the end of their own monthly magazines, and then reappear the following issue, but each with some significant change to their status quo, which you could only fully understand by reading every issue of *Secret Wars.*

Fairly straightforward for your Daredevils and Thors and Iron Mans. But the thing about Spider-Man is, he was appearing in three monthly comics that were tightly interwoven in their continuity. How do you have one guy disappear and reappear in all three titles?

Then, to make things even more interesting, there *was* the "shocking new change" to Spidey from his adventure on the *Secret Wars* planet: Spider-Man would acquire a new costume! And as we all know, there was unanimous enthusiasm for the idea both inside the company and among the readership, right?

Wrong.

There were some, both inside the company and in the fevered ranks of fandom, that let it be known that giving Spider-Man a costume that was in any way different—never mind one that was all-black, with a weird white spider-insignia and that responded to his thoughts—was simply *unacceptable.* It was argued in response that he should at least have the black suit until it was introduced in the eighth issue of *Secret Wars*, which would be released seven months after the new costume's debut in *The Amazing Spider-Man* #252. That seemed like a reasonable way to go, and it's what we planned to do. After that, of course, the black suit would be gone and would never be spoken of again. That was the plan, anyway.

But then sales reports and letters came in—and people *loved* the black suit. Even those who hated it loved to *hate* it! So (after the events in this volume) various versions of the black suit would return, and within a few years, it would become Venom, who to this day is insanely popular. But in its very first stories, the black suit wasn't the no-brainer success that, these many years later, you might think it was.

So for the issues presented here, you'll find what we thought would be the relatively short storyline of Spider-Man and his living costume. But even as a finite tale, how do you tell the story of the steadily growing threat of a living suit across three titles that often interweave *without* contradicting each other and *without* making readers feel like they're being strongarmed into buying all three?

This is why editors have gray hair. This is also why the gods of publishing invented the footnote.

You will notice a lot of footnotes in this volume. There are doctoral theses with fewer footnotes.

While we strove to make each issue a "complete unit of entertainment," as we used to phrase it, we also wanted to let people know where they could find other stories or story details. We did the same thing in the two other Spider-Man titles—*Peter Parker, the Spectacular Spider-Man* and *Marvel Team-Up*—all the while keeping elaborate charts, so we'd know where—geographically and storywise—Spidey and his supporting cast were supposed to be at any given point.

And the most efficient way to keep readers informed of all this was in footnotes. Footnotes were a Marvel tradition, necessitated by the interrelation, from the earliest days, of the company's characters and comics.

So in addition to the usual tasks of making our stories entertaining and our characters compelling, the writers and artists and editorial staff (i.e. me and my assistant, Bob DeNatale) had to make Spidey's stories work within a complex editorial framework, while making that framework seem anything *but* complex! And while doing all that, we also had to make sure Peter's life stayed relatable. Nothing to it. I think it worked, mostly.

So, now that you've seen a bit of how the sausage was made, let's talk a little about the individual issues in this volume:

The Amazing Spider-Man #252: Like it says on the cover: "The rumors are true. Introducing…the New Spider-Man!" The basic idea for the cover layout, riffing on Spider-Man's debut cover from 1962's *Amazing Fantasy* #15 was a natural for introducing his new costume. Ron did the awesome pencils, and Klaus Janson knocked it out of the park with the inks. George Roussos did the sensational coloring, based on Klaus' suggestions.

This is the issue wherein readers first see Spider-Man's alien costume. It also serves to tease for the events going on in the *Secret Wars* maxiseries, and reintroduces us to the various subplots and B-stories in Spider-Man's life, including in the other two Spidey titles. And it demonstrates, so you can feel it, just how happy Peter is to be back home—and especially how important New York is to him. And for the second issue in a row, Ron Frenz has shown that he was born to draw Spider-Man. Can't wait to see what he does next issue!

The Amazing Spider-Man #253: Whoops! While Tom is back—plotting *and* scripting—Ron isn't anywhere to be seen in "By Myself Betrayed!" Maybe his pushy editor on *Ka-Zar* insisted he pay attention to *that* title? Oh, wait—I was the editor of *that* mag, too. Well, for whatever reason, the awesome Rick Leonardi stepped in to draw this issue and the next. And Rick sure ain't no slouch when it comes to things Spidery, as you'll see. Peter still sees the black suit as a cool new toy, but gosh darn it, he really should take Reed Richards up on his offer to see what makes it tick. Meanwhile, lessons are learned by Peter and others about power and responsibility. And the Rose—who will be a major player over the next few years—is introduced.

The Amazing Spider-Man #254: Tom and Rick are back, but this time, joined by inker supreme Josef Rubinstein, who will be a key part of the Spider-team for the next long while. There's a lot of stuff going on here—centering around the Goblin-van, which had belonged to the Hobgoblin, who had appeared to die in issue #251 (although no one really believed it). Spidey and Jack O'Lantern both want the van—which then seems to develop a mind of its own, heading off to who-knows-where? There's all sorts of hoo-hah action, including a battle in a toy store, and Peter is forced by circumstance to let Aunt May down because, you know, secretly being a super hero and all. We don't learn anything new about the alien costume yet. It's still durn cool, though.

The Amazing Spider-Man #255: If you were thinking, "Gee, *Amazing Spider-Man* is pretty good, but it needs more gorillas," then this is the issue for you! In "Even a Ghost Can Fear the Night!," the Red Ghost and his ever-adorable Super-Apes show up to put Spidey through his paces, with super-cat-burglar the Black Fox caught in the middle. And Ron returns, joining up with Tom and Joe (not to mention legendary letterer Joe Rosen and champion colorist Christie Scheele) to fill out one of the definitive *Spider-Man* teams of all time. Here, the subplot about Peter's mysterious exhaustion—which, we get the feeling, is somehow connected to the alien suit—gets started. And just in case you were wondering if Peter was having enough problems, we are privy to his thought that, "Sometimes I feel like my life is completely out of my control!"

The Amazing Spider-Man #256: What a cover! There, and inside, we're introduced to the deadly Puma, who has been hired by the Rose to take out Spider-Man! Meanwhile, Peter's relationship with the Black Cat gets more and more complicated. But even more complicated than that relationship is the one that Peter has with the alien costume! And since we're talking about complicated relationships, Mary Jane Watson—who a while back had turned down Peter's marriage proposal—shows back up in his life because, you know, why should things ever be simple? Special warning: the scene where Spidey wrenches his shoulder from its socket may have you heading for the ER yourself, that's how intense Ron and Tom make it!

The Amazing Spider-Man #257: How many plates can one creative team keep juggling at once? I don't want to give too much away, so I'll just say this is Spider-Man at his best. A dozen different problems hit Spidey simultaneously, subplots develop in a most intriguing manner, notably—but by no means exclusively—relating to the alien costume. And to top things off, Mary Jane delivers her most memorable issue-ending line since, "Face it, Tiger—you just hit the jackpot!"

The Amazing Spider-Man #258: In "The Sinister Secret of Spider-Man's New Costume," we learn… yeah, you guessed it. After much poking and prodding to the suit, Reed Richards informs Spider-Man that his costume isn't just a cool coating that obeys his wishes, but is actually "a highly evolved *symbiote*—a sentient being that has attached itself to you both mentally and physically," and that it's "attempting to permanently graft itself" to him! And while future wearers of the suit might think that becoming one with it is a nifty idea, Peter definitely *doesn't!* Long story short—Reed and the Human Torch help Spidey get free of the symbiote—and it's never seen again.

Kidding.

The Amazing Spider-Man #259: "All My Pasts Remembered." The past I remember is getting Marvel to spring for a trip to bring Ron to New York where I spent a couple of days showing the Pittsburgh native around town, so he'd get an up close and personal sense of the city. That research pays off in this issue as Peter and Mary Jane walk Central Park, that really looks like Central Park, and MJ reveals the traumatic secrets of her family's past that led her to take on the role of carefree party-animal. But since *Amazing* hadn't become a romance mag, there's plenty of action here, as well, as the (SPOILER ALERT) not-really-dead Hobgoblin returns and forges an uneasy alliance with the Rose. Oh, and Spider-Man decides it's high time he returned to his classic red-and-blue look—and *does!*

The Amazing Spider-Man Annual #18: One look at the cover and you can see what the selling proposition of this mag is: "Scripted by Stan Lee." While Stan had been steadily scripting the *Spider-Man* newspaper strip for seven years, he hadn't written a Spidey *comic book* story since 1972's *Amazing Spider-Man* #110. So this was a big event. For me, it was surreal, unreal, and all the other reals to be editing the words of the character's co-creator and original scripter, not to mention co-creator of the whole blamed Marvel Universe. Building on a DeFalco plot, and especially Ditko-inspired Frenz pencils (ably embellished by Bob Layton and Butch Guice), Stan deftly handled the story and characters. And the plot point of Jonah Jameson getting married gives Tom, Ron and Stan the golden opportunity to have Spidey give Jonah a big congratulatory smooch! And that opening scene of Spidey stopping a falling helicopter—wow! Oh, yeah—the Scorpion's in the story, too.

The Amazing Spider-Man #260: On page 7 of this issue, "The Challenge of Hobgoblin!", Spider-Man observes that, "Gosh, my life sure has been complicated lately!" And in case you didn't get the idea, he follows that up with, "And I've got a feeling things are about to get worse! Much worse!" Well, courtesy of Tom, Ron and Joe, things do indeed get more complicated. You sure can't accuse the *ASM* team of not giving you high story-value for your sixty cents! Lot of cool stuff happens to Spidey, the imprisoned symbiote has a freaky encounter with Franklin Richards, and Harry Osborn—you know, a former Green Goblin—is pushed to the edge. But, for my money, the greatest moment in this story is the very last page as Spider-Man sits atop a speeding subway train, thinking his Spider-Man thoughts.

The Amazing Spider-Man #261: "The Sins of My Father." Several storylines are resolved, several others become more complicated, readers are on the edges of their seats. All sorts of intense stuff happens with Harry Osborn and the Hobgoblin, with Harry's wife, Liz, and with MJ—and with Spider-Man, too, by an amazing coincidence. And there are some troubling developments with the caged symbiote. It's almost as if Tom and Ron had some kind of plan in mind!

The Amazing Spider-Man #262: Whatever DeFalco and Frenz have in mind will have to wait, as for some reason forgotten to history, a fill-in issue—albeit an excellent one—written and drawn by Bob Layton (with some inking help from Carlos Garzón) fills this issue's pages. A sleazy photographer inadvertently snaps a picture of Spider-Man changing into Peter Parker. Hijinks ensue! The issue sports, appropriately enough, a photo cover, with awesome Spider-Man incarnator, Scott Leva, posing for this nifty Eliot R. Brown photo.

Anyway, that's enough out of me. It's time for you to turn the page and let these sensational stories ooze over you like a comfortable, symbiotic suit. (Hmm. Maybe I should have picked a different simile to use here. But you know what I mean. Enjoy!)

– Danny Fingeroth
December 2021

Danny Fingeroth was the editor and Group Editor of the Spider-Man line in the '80s and '90s. He's the writer of the Deadly Foes of Spider-Man *and* Lethal Foes of Spider-Man *limited series, and is the author of* A Marvelous Life: The Amazing Story of Stan Lee, *published by St. Martin's Press in 2019.*

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APPROVED BY THE COMICS CODE AUTHORITY

the AMAZING SPIDER-MAN®

THE RUMORS ARE TRUE.

INTRODUCING... THE *NEW* SPIDER-MAN!

FRENZ JANSCU

WELL, WHAT'S THE VERDICT?

NOT BAD, OVERALL. I LIKE THE HEADLINE. IT'S A REAL GRABBER! BUT THIS PHOTO MONTAGE IS TOO "ARTSY" FOR ME.

YOUR FRONT PAGES WILL BE A LOT MORE STRIKING IF YOU JUST CONCENTRATE ON A SINGLE EXCITING VISUAL--INSTEAD OF TRYING TO DAZZLE YOUR READERS WITH SPECIAL EFFECTS!

★★★★ FINAL

Vol. 66, No. 186

DAILY BUGLE

New York, February 4, 1984

Sunny and cool today and partly Sunny tomorrow. Details on page 75

Price 30¢

WHERE ARE THEY ?!?

Still No Word On Missing Heroes

Stories on Page 2, Additional Photos on Centerfold

SOME NICE REPORTING ON THIS STORY ABOUT THE MISSING HEROES--BUT I WOULD HAVE PREFERRED A FEW MORE PICTURES ON PAGE TWO.

WHY DIDN'T YOU USE ANY PHOTOS BY *PETER PARKER*? THIS SORT OF THING IS USUALLY HIS MEAT.

I TRIED TO CALL PETE A NUMBER OF TIMES IN THE PAST WEEK...BUT HE SEEMS TO BE OUT OF TOWN.

Heroes Gone!

Crime on The Rise

by Lynn Craig

In the wake of the mysterious disappearances of many of this city's costumed heroes, rumors of dramatic increases in violent crimes were confirmed today when the Bureau of Statistics released its weekly unaudited report. Violent crimes rose overall an average of 14% in the preceding week. Notable exceptions were the incidents of bank robbery, which increased 23%, and the incidents of armed assault, which rose a staggering 37%.

Many officials in the New York City Police Department, however, remain unconvinced that these statistical increases are directly related to the alleged dis-

— Continued on Page 17

The Sheep Meadow in New York City's Central Park, where it is believed that the abduction took place

No Clues at Disappearance Site

[illegible] think of the [illegible] in Central [illegible] think of free [illegible]re, summer • soft- [illegible]mes, and strolls on a [illegible]y afternoon. They do [illegible] think of the puzzled [illegible]ntists and frenzied city [illegible]icials who are desperately [illegible]arching for clues in the [illegible]parent abduction of many [illegible] this city's most powerful [illegible]tumed heroes. Police bar- [illegible]ades are usually set up in [illegible] park for concerts, but [illegible]day these same barricades [illegible] are being used to surround the [illegible] site where eyewitnesses re- [illegible]port that the heroes vanished [illegible] from.

[illegible] began over a week [illegible] ago. Eye- [illegible] seeing a [illegible] most [illegible] heroes [illegible] "Stoneh [illegible] tion which [illegible] peared in [illegible] Sheep [illegible]adow Moments [illegible] later in a blinding burst of light which was seen as far [illegible] as Fort Lee, New

A list of those missing reads like a regular who's who of super heroes: Captain America, The Wasp, Thor, The She-Hulk and Iron Man of the Avengers; Mr. Fantastic, The Human Torch and

— Continued on Page 17

Wanda Maximoff, The Scarlet Witch

'No Comment' Says Witch

[illegible] Snow

[illegible] of the pro- [illegible] who [illegible] me of [illegible] hed to [illegible] lleged [illegible] ber of the world's most powerful cos- tumed heroes.

Ms. Maximoff, however,

— Continued on Page 17

She Fears The Worst

CONOVER'S CORNER

by Jacob Conover

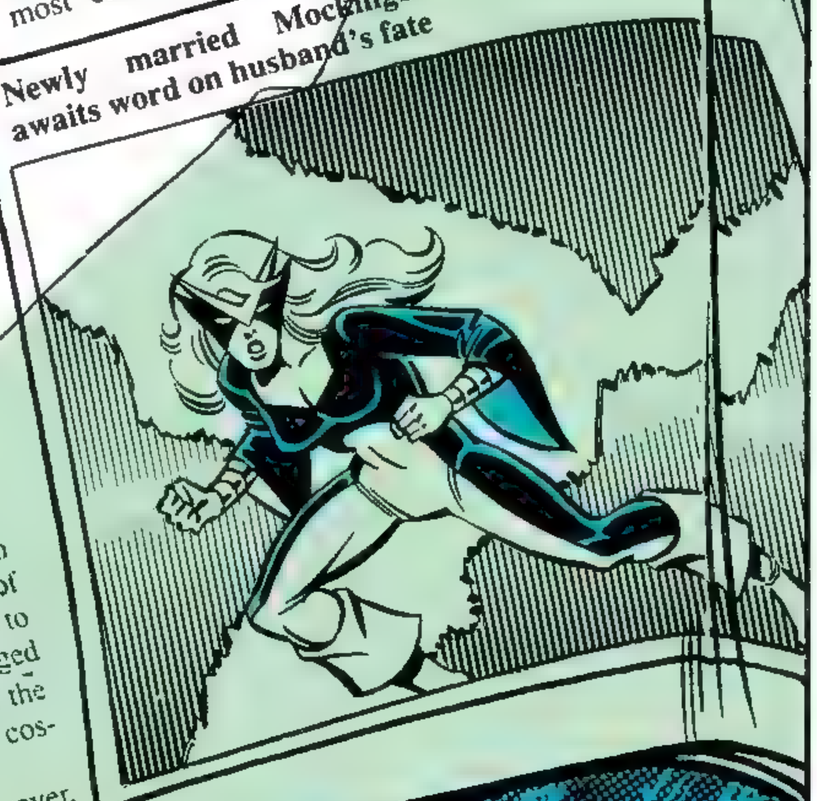
Technically, she is not an Avenger. She has no official ties with this team of super heroes. She has never been considered a part of their organization, and has never even applied for membership. Even the most casual of obser-

vers can see that she has absolutely no legal right to live within their world-famous mansion headquarters. And yet, she is there. She has moved into that famous Fifth Avenue landmark, and made it her temporary home while she awaits word . . . any word . . . of her missing husband.

The woman's name is Mockingbird, and her husband is Hawkeye,

— Continued on Page 26

Newly married Mockingbird anxiously awaits word on husband's fate



THAT'S THE TROUBLE WITH FREELANCERS. THEY'RE UNDEPENDABLE! THEY ALWAYS SEEM TO BE UNDERFOOT-- *EXCEPT* FOR THE TIMES WHEN YOU REALLY NEED ONE.

THE PAPER LOOKS GOOD, ROBBIE -- *REAL GOOD!*

THIS LEAD STORY WILL HAVE EVERY-ONE IN THE CITY WONDERING WHAT'S HAPPENED TO THOSE HEROES.

I'M GLAD YOU'RE PLEASED, JONAH.

I HAVE ONLY ONE COMPLAINT...

YOU NEVER ONCE CONFRONTED THE QUESTION OF *SPIDER-MAN'S* INVOLVEMENT!

IS HE BEHIND THESE DISAPPEAR-ANCES? WHAT DOES HE HOPE TO GAIN?

SLOW DOWN, JONAH...

AS THE PUBLISHER OF THE *DAILY BUGLE*, YOU CAN REPLACE ME ANY TIME YOU CHOOSE, BUT AS LONG AS I'M THE EDITOR-IN-CHIEF HERE--

--I'M GOING TO RUN THIS NEWSPAPER *MY* WAY!

DAILY BUGLE

IF YOU WANT TO KEEP PERSECUT-ING SPIDER-MAN, YOU'LL HAVE TO DO IT ON THE EDITORIAL PAGES-- AND NOT IN MY HEADLINES!

IS THAT UNDERSTOOD?

HARUMPHH! I STILL WONDER HOW SPIDER-MAN'S MIXED UP IN ALL OF THIS!

SO DO I. I WISH I KNEW HOW ALL THE MISSING HEROES FIGURED IN...

THEY'VE BEEN GONE FOR DAYS!

MEANWHILE, IN THE ***SHEEP MEADOW*** *OF NEW YORK'S CENTRAL PARK, THE POLICE HAVE CORDONED OFF THE AREA THAT ONCE HELD THE MYSTERIOUS STONEHENGELIKE CONSTRUCTION--*

--WHICH TRANSPORTED THE VANISHED HEROES TO A GALAXY FAR BEYOND OUR OWN!

SUDDENLY, AN INCREDIBLE BURST OF BLINDING LIGHT SEEMS TO EXPLODE FROM WITHIN THE BARRICADES, AND THEN--

LOOK!

THAT'S THE THING WHICH KIDNAPPED THE HEROES! *IT'S BACK!* HOW--? WHY--?!

STAN LEE PRESENTS: A NEW CHAPTER -- A NEW BEGINNING -- IN THE LIFE OF THE AMAZING SPIDER-MAN!

"HOMECOMING!"

BUT THEN, BEFORE ANOTHER QUESTION CAN BE UTTERED, OR A MOVE BE MADE...

HANG ON, DOC CONNORS!

I THINK WE'RE GOING TO MAKE IT THIS TIME!

ROGER STERN
PLOT

TOM DEFALCO
SCRIPT

RON FRENZ
PENCIL BREAKDOWNS

BRETT BREEDING
FINISHED ART

JOE ROSEN
LETTERS

GLYNIS WEIN
COLORS

DANNY FINGEROTH
EDITOR

JIM SHOOTER
EDITOR IN CHIEF

WE DID IT! WE *REALLY* DID IT!

WE GOT THROUGH!

HEY, BUDDY! IF YOU'VE GOT ANYTHING LEFT IN THAT THERMOS, MY FRIEND AND I COULD SURE USE A DRINK! WE'VE BEEN TRAVELING A LONNNNG TIME!

S-SURE...HELP YOURSELVES!

TAKE A BIG GULP, DOC. YOU'LL FEEL BETTER.

S-SPIDER-MAN, IS IT TRUE--? H-HAVE WE REALLY RETURNED TO PLANET EARTH?!

IT LOOKS THAT WAY!

TH-THANK GOD!

EVERYTHING'S GOING TO BE FINE NOW! WE'RE FINALLY BACK HOME, AND--

HEY! I JUST REALIZED...

WE REALLY ARE BACK HOME!

POLICE

¡YA-YA-HOO!

WE'RE BACK! WE'RE BACK!
HEY, YOU!
DO YOU MIND TELLING US WHAT'S GOING ON HERE?
WHO ARE YOU, ANYWAY?!
ME?! I'M SPIDER-MAN--
--AND I'M REAL GLAD TO KNOW YOU!
SMEK!
=?!?=
CUT THE COMEDY, WISE GUY!
WE'VE ALL SEEN SPIDER-MAN BEFORE-- AND YOU DON'T LOOK A THING LIKE HIM!
WE WANT SOME ANSWERS-- NOW!
BE CAREFUL WITH THAT GUN, QUICKDRAW!
WE DON'T WANT IT TO ACCI-DENTALLY GO OFF, AND HURT SOME-ONE--
PWIP!
"--DO WE?!"
MY HAND--?
WHAT DID HE DO TO MY HAND?
AT THAT EXACT INSTANT, THE BIZARRE CONSTRUCT FLARES AGAIN, AND THEN...
HEY! LOOK WHO DECIDED TO JOIN THE PARTY!
THE AVENGERS!
=WHEW= IT'S ABOUT TIME! FOR A MINUTE THERE, I WAS AFRAID THAT CONNORS AND I WERE THE ONLY ONES WHO MADE IT HOME!
6

C'MON, DOC! THERE'S NO REASON FOR US TO HANG AROUND ANYMORE!

BESIDES, I WANT TO GET OUT OF HERE BEFORE SOME SHUTTERBUG STARTS SNAPPING PICTURES OF YOUR FACE!

I'M SURE YOUR WIFE AND KID COULD DO WITHOUT THAT KIND OF PUBLICITY!

LEAPING AN INCREDIBLE THIRTY FEET STRAIGHT UP, THE AMAZING SPIDER-MAN IS SOON LOST AMID THE TOWERING TREES OF CENTRAL PARK.

SPIDER-MAN, WHAT ARE WE GOING TO TELL THE WORLD ABOUT ALL WE'VE SEEN--ALL WE'VE EXPERIENCED?!

I'VE BEEN MEANING TO TALK TO YOU ABOUT THAT.

REED RICHARDS, THE LEADER OF THE ***FANTASTIC FOUR***, SUGGESTED THAT WE KEEP MUM ABOUT EVERYTHING THAT'S HAPPENED TO US IN THE PAST FEW DAYS --AND I'M WITH HIM!

NO ONE WOULD BELIEVE OUR STORY ANYWAY!

HEY, I HAVEN'T EXACTLY LIVED THE MOST SHELTERED OF LIVES--BUT EVEN I FIND IT HARD TO IMAGINE THAT ANYONE LIKE THE ***BEYONDER*** COULD REALLY EXIST!*

÷SHEESH÷ I STILL GET CHILLS JUST THINKING ABOUT HIM!

YOU'RE RIGHT. WE SHOULD KEEP SILENT. BUT I'LL *NEVER* FORGET IT...

*DOES ALL THIS MAKE YOU JUST A **LITTLE** BIT CURIOUS? THEN PICK UP **MARVEL SUPER HEROES SECRET WARS** --DANNY.

SOON, NEAR THE EDGE OF THE PARK, SPIDER-MAN PLACES DR. CURT CONNORS UPON THE GROUND, AND THEN LEAPS UPWARD AGAIN...

WHAT IS IT, SPIDER-MAN?

WHAT ARE YOU LOOKING FOR UP THERE?

MY CLOTHES!

I HID MY CIVIES IN ONE OF THESE TREES--JUST MINUTES BEFORE I GOT WHISKED AWAY TO THAT OTHER GALAXY!*

OH, NO!

*SEE LAST ISSUE--DANNY.

MY NEW JACKET AND MY SHOES MUST HAVE FALLEN TO THE GROUND WHEN MY WEB-BALL EVAPORATED! THEY'RE *GONE*--AND SOME BIRD CONVERTED THE REST OF MY CLOTHES INTO THE SUPERSTRUCTURE FOR HIS NEW NEST!

=UGGG= WHAT A MESS! I'LL NEVER BE ABLE TO WEAR THEM AGAIN!

AT LEAST MY WALLET AND KEYS ARE STILL HERE!

GUESS IT'S TIME TO SEE IF MY NEW COSTUME STILL WORKS LIKE IT DID ON THAT OTHER PLANET!

INSTANTLY REACTING TO SPIDER-MAN'S UNSPOKEN COMMAND, HIS COSTUME SUDDENLY OPENS A WIDE SEAM TO RECEIVE HIS KEYS AND WALLET...

NO SOONER DOES HE PLACE THEM WITHIN IT, THAN IT IMMEDIATELY RESEALS ITSELF!

WOW! I DON'T THINK I'LL EVER GET USED TO THAT STUNT!

THIS COSTUME POSSESSES SOME PRETTY WEIRD ABILITIES! I'M REALLY GOING TO NEED TIME TO ADJUST TO THEM!

HEADS UP, DOCTOR CONNORS! I'M COMING BACK FOR YOU NOW!

SHORTLY...

HANG ON, DOC! I'LL HAVE YOU HOME BEFORE YOU KNOW IT!

JUST A FEW MORE BLOCKS UNTIL WE REACH YOUR APARTMENT!

MADE IT!

HI THERE, BILLY! BET YOU DIDN'T EXPECT TO FIND US HANGING ON THE SIDE OF YOUR BUILDING!

DAD!

TAP! TAP!

MOMENTS LATER...

MOM AND I WERE SO WORRIED! WE WERE AFRAID THAT...THAT...

THAT I HAD AGAIN BEEN TRANSFORMED INTO THAT MINDLESS, RAMPAGING BEAST-- *THE LIZARD?!*

DON'T WORRY, SON! EVERY-THING IS ALL RIGHT NOW!

CURTIS! YOU'RE HOME! YOU'RE SAFE!

NOT WISHING TO INTRUDE ON THIS MOST TENDER OF FAMILY REUNIONS, SPIDER-MAN QUIETLY TAKES HIS LEAVE...

WHERE WERE YOU? WHY DIDN'T YOU CALL?

LISTEN, I'M NOT SURE I UNDERSTAND WHERE I WAS... OR ALL THAT HAPPENED TO ME WHILE I WAS AWAY...

...I JUST KNOW I'M GLAD THAT SPIDER-MAN WAS THERE TO HELP ME THROUGH IT!

THAT WAS SPIDER-MAN?! GOSH, I DIDN'T EVEN RECOGNIZE HIM!

WHAT HAPPENED? DID HE GET A NEW TAILOR?

NO... NOT QUITE.

I DON'T KNOW WHAT THE FUTURE HOLDS FOR CURT CONNORS-- BUT I WISH HIM THE BEST! HE AND HIS FAMILY HAVE BEEN THROUGH ENOUGH GRIEF IN THE PAST FEW YEARS!

CAN IT BE?! DO MY EYES DECEIVE ME?

IS THIS REALLY THE BATHROOM SKYLIGHT WHICH OPENS TO THE HOME OF THAT CELEBRATED, WORLD-FAMOUS, GALAXY-HOPPING FREELANCE PHOTOGRAPHER... *PETER PARKER?!*

SO IT IS! SO IT IS!

÷GNUU÷ THIS ROOM HAS A DESPERATE NEED FOR AIR FRESHENER!

A *CASE* AT THE VERY LEAST!

THERE WERE SOME BAD MOMENTS IN THE LAST FEW DAYS, WHEN I WAS CONVINCED I'D NEVER SEE THIS OLD HOMESTEAD AGAIN--

--LIKE THAT TIME *GALACTUS* ALMOST STEPPED ON ME!

OH, WELL, I...

HEY!

THE COSTUME IS RESPONDING TO MY THOUGHTS AGAIN!

IT KNEW THAT I WANTED TO CHANGE BACK TO PETER PARKER--SO IT TRANSFORMED ITS OUTWARD APPEARANCE!

WEIRD! IT TREATS MY EVERY THOUGHT AS A COMMAND!

REED RICHARDS VOLUNTEERED TO ANALYZE IT FOR ME! MAYBE I'LL TAKE HIM UP ON HIS OFFER--

--AFTER I'VE SEEN TO A FEW PROBLEMS OF A FAR MORE PERSONAL NATURE!

MY FACE HASN'T SEEN A RAZOR IN DAYS...

"DAYS"?!

OMIGOSH! I HAVEN'T SPOKEN TO AUNT MAY IN OVER A WEEK!

SHE MUST BE WORRIED SICK!

AND, A FRANTIC DIAL LATER...

PETER? IT SEEMS LIKE IT'S BEEN AGES SINCE YOU LAST CALLED! WHEREVER HAVE YOU BEEN KEEPING YOURSELF?

LEAVE THE BOY ALONE, MAY! STOP TRYING TO SMOTHER HIM!

I'M SORRY, AUNT MAY! I WAS, UH, CALLED OUT OF TOWN UNEXPECTEDLY... ON A PHOTO ASSIGNMENT!

I INTENDED TO STOP BY FOR A VISIT BEFORE I LEFT, BUT I JUST DIDN'T GET THE CHANCE!

YES...YES...OF COURSE I FORGIVE YOU...IT'S JUST THAT YOU KNOW HOW I SOMETIMES WORRY WHEN I DON'T HEAR FROM YOU!

"SOMETIMES WORRY"?!

MAY PARKER, YOU HAVE THE MOST INCREDIBLE GIFT FOR UNDERSTATEMENT!...AND ALL WITH A STRAIGHT FACE, TOO!

HUSH, NATHAN! PETER'S TALKING...

THAT'S ALL RIGHT, AUNT MAY! I'D HATE TO INTERRUPT A MASTER SHOWMAN WHEN HE'S ON A ROLL!

SUNDAY DINNER?! I'D LOVE TO JOIN YOU AND NATHAN... BUT ONLY IF I CAN BRING THE DESSERT!

WELL, THEN YOU CAN EXPECT ME!

IT USED TO BE, IF I WAS OUT OF TOUCH, AUNT MAY WOULD FLIP! SHE SEEMS SO TOGETHER THESE DAYS! I GUESS MOST OF THAT IS NATHAN LUBENSKY'S DOING! HE'S BEEN MIGHTY GOOD FOR HER!

I'VE GOT ANOTHER IMPORTANT PHONE CALL TO MAKE!

THIS ONE'S TO MY LADY--

"--FELICIA HARDY, THE *BLACK CAT!*"

BRRING! BRRING! BRRING!

NO ANSWER! I WONDER WHERE SHE COULD BE?

FELICIA AND I HAVE SOME SERIOUS TALKING TO DO!

I'M GETTING BETTER AND BETTE

BURMA SH

IT'S TIME WE STRAIGHTENED OUT THIS WACKY RELATIONSHIP OF OURS!

I KNOW THAT SOMETHING HAS BEEN TROUBLING HER LATELY-- BUT SHE WON'T LET ME IN ON IT!

WHAT CAN IT BE?

WHY WON'T SHE CONFIDE IN ME?!

ACCORDING TO CAPTAIN AMERICA AND THE HUMAN TORCH, SHE'S BEEN RACING AROUND TOWN--TRYING TO FIND A WAY TO ACQUIRE SUPER-POWERS*...

...SO SHE CAN BATTLE BY MY SIDE!

THE LADY'S ASKING FOR TROUBLE... BUT SHE'S SO HEAD-STRONG...

*SEE PETER PARKER, THE SPECTACULAR SPIDER-MAN #89 -- DANNY.

BUT WHY COMPLAIN? I REALLY CARE FOR HER-- EVEN THOUGH SHE CAN BE SO FLAKEY AT TIMES!

I'LL TRY TO REACH HER AGAIN *LATER*-- AFTER I'VE HAD A CHANCE TO CHOW DOWN!

RIGHT NOW, MY BODY CRAVES FOOD! TRAVELING ACROSS THE UNIVERSE IS HUNGRY WORK!

BUT THEN, MINUTES AFTER PETER PARKER HAS QUIT HIS APARTMENT--

--A SHAPELY SILHOUETTE STEALS ACROSS HIS BATHROOM SKYLIGHT!

MOVING WITH THE SUBTLE GRACE OF HER NAMESAKE, THE **BLACK CAT** GENTLY DROPS INTO THE APART-MENT...

SHE IS A REFORMED CAT BURGLAR, GIFTED WITH INCREDIBLE PHYSICAL AGILITY.

SPIDER--?

HE DOESN'T SEEM TO BE HOME!

SHE IS ALSO A WOMAN VERY MUCH IN LOVE WITH THE AMAZING SPIDER-MAN.

HE'S BEEN GONE FOR DAYS! WHERE CAN HE BE? WHY HASN'T HE TRIED TO CONTACT ME?

WHY DOES HE HAVE TO BE GONE *NOW*-- WHEN I NEED HIM THE MOST?!

I'VE GOT REAL PROBLEMS! I WANTED TO BE THE PERFECT PARTNER FOR MY SPIDER-- SO I LET SOME SCIENCE BOYS CONDUCT A FEW EXPERIMENTS ON ME!

THEY MANAGED TO RELEASE --AND ENHANCE-- SOME PRETTY FUNKY *LATENT* SUPER-POWERS THAT I NEVER REALIZED I HAD!

BUT THEN, I LEARNED THAT THE MAN RESPONSIBLE FOR MY TRANSFORMATION WAS ONE OF SPIDER'S GREATEST ENEMIES...THE *KINGPIN OF CRIME!*

MINUTES LATER...

I'M CERTAIN THE KINGPIN HAS SOMETHING SINISTER UP HIS OVERSIZED SLEEVE!

HE MIGHT EVEN THINK HE CAN USE *ME* AGAINST SPIDER-MAN -- BUT HE'S WRONG!

STILL, JUST TO BE SAFE, I'D LIKE TO FIND SPIDER -- AND WARN HIM!

WHERE *IS* HE?!

PIZZA -- THE SUSTENANCE OF THE GODS!

SMELL THAT AROMA! I HOPE MARIO REMEMBERED TO USE EXTRA GREEN PEPPERS AND ANCHOVIES!

IT'S AMAZING WHAT YOU MISS -- WHEN YOU'RE A MILLION-ZILLION MILES FROM HOME!

TOMORROW, I'M HAVING TACOS FOR LUNCH -- AND CHINESE FOR DINNER!

MAN! I'M SO GLAD TO BE BACK!

EVERYTHING LOOKS GREAT TO ME -- EVEN THE BUMS ON THE STREET... AND THIS GRIMY, OLD STOOP!

HEY, LOOKEE HERE!

PIZZA

I EVEN HAVE SOME MAIL WAITING FOR ME!

JUST A FEW BILLS AND ADVERTISEMENTS -- BUT I DON'T CARE! IT'S ALL A PART OF BEING HOME!

SALE

SHORTLY...

THEY MAY NOT BE COSMIC PROBLEMS-- BUT MY RENT'S COMING DUE IN A FEW DAYS... AND I'VE GOT OTHER BILLS TO PAY!

I COULD REALLY USE SOME BIG BUCKS!

HEY, I WONDER IF--

POP

MY CAMERA!

MY COSTUME MUST HAVE KNOWN THAT I WANTED IT!

GOSH, I HAD EVEN FORGOTTEN THAT THIS CAMERA WAS STILL INSIDE THE COSTUME WHEN IT CHANGED ITS APPEARANCE!

I REALLY DO HAVE TO GIVE REED RICHARDS A VISIT-- AND *SOON!*

BUT NOW--

"--I'VE GOT SOME FILM TO DEVELOP!"

I MANAGED TO SNAP QUITE A FEW PIX OF THAT ALIEN ADVENTURE --

--BEFORE I RAN OUT OF FILM!

WOW! I KNEW THESE PICTURES WERE WEIRD WHEN I TOOK THEM -- BUT I HAD NO IDEA *HOW* WEIRD!

BEAUTIFUL ...AND YET, SO VERY TERRIFYING!

I'LL BET I COULD MAKE A SMALL FORTUNE SELLING THESE TO THE NEWS MAGAZINES!

YEAH... A FORTUNE!

OH, WHO AM I TRYING TO KID?!

EVERYONE WILL THINK THESE PICTURES WERE FAKED!

BESIDES, REED RICHARDS WAS RIGHT!

WE SHOULDN'T BURDEN THE PUBLIC WITH WHAT HAPPENED TO US OUT THERE!

NO ONE SHOULD HAVE TO LIVE WITH KNOWLEDGE LIKE THAT...

...NOT EVEN ME!

I'M GONNA DESTROY THE PRINTS *AND* THE NEGATIVES!

WITHIN MINUTES, IT IS DONE...

AND...

≥YAWN≤ THAT'S IT! I'VE HAD MORE THAN ENOUGH FOR ONE DAY!

IT'S TIME TO CRASH!

SLEEP, HOWEVER, REFUSES TO COME.

FOR MORE THAN AN HOUR PETER PARKER TOSSES WITHIN HIS BED--

-- BUT MORPHEUS STEADFASTLY REFUSES TO EMBRACE HIM!

IT'S NO USE! I'VE GOT TOO MANY THINGS STILL SWIRLING AROUND IN MY MIND!

I MAY NEVER SLEEP AGAIN!

I'VE GOT TO GO OUT AND DO SOMETHING! MAYBE A LITTLE WEB-SWINGING WILL--

BUT THEN, EVEN BEFORE PETER CAN COMPLETE HIS SENTENCE, HIS INCREDIBLE COSTUME FLOWS TO THE FLOOR, FROM THE CHAIR ACROSS WHICH IT IS DRAPED.

SNAKELIKE, IT SLITHERS ACROSS THE ROOM.

AND THEN...

WHOA-OH!

THIS NEW COSTUME MAY BE FAST AND EFFICIENT!

BUT IT'LL BE A LOOOONG TIME BE-FORE--

--I'M READY FOR SERVICE LIKE THIS!

SOMETIME LATER...

YEP, THIS IS WHAT I NEEDED ALL RIGHT!

I'M ALREADY STARTING TO MELLOW OUT!

MAYBE I SHOULD START MY OWN BRANCH OF *INSOMNIACS ANONYMOUS!*

UH-OH!

YOUR WALLET, MAC!

C'MON! HURRY IT UP, OR I'LL...

I'LL...
I'LL...
YIII!
MY WORD! WHAT COULD HAVE CAUSED HIM TO REACT LIKE--
HI, THERE!
?!?!
YOU'RE SAFE NOW--BUT I WOULDN'T RECOMMEND WALKING AROUND THIS NEIGHBORHOOD AT NIGHT!
WANT ME TO HANG AROUND UNTIL YOU CAN FLAG A CAB?
YEOW!
HELP! POLICE! SAVE ME--!
I DON'T BELIEVE IT! THAT GUY WAS MORE TERRIFIED OF ME--THAN OF THE MUGGER!
MUST BE THE NEW COSTUME! I GUESS IT LOOKS A LOT MORE MENACING THAN MY OLD ONE!
BUT I FEEL TOO GOOD BEING BACK IN THE SADDLE TO WORRY ABOUT THAT NOW!
AND ONCE I FINISH LIMBERING UP--
--I'M GOING TO TAKE A SERIOUS SHOT AT BREAKING--
--MY LONG-DISTANCE, TRIPLE-SOMERSAULT, JUMPING RECORD!
YAHOO! IT'S GREAT TO BE ALIVE!

BUT SOON, WHILE SWINGING HIGH OVER A VACANT LOT, SPIDER-MAN'S JUBILATION IS SUDDENLY SHATTERED BY THE HARSH SHOUTS OF ANGRY VOICES...

SOUNDS LIKE MORE TROUBLE DOWN THERE!

SHUT UP, WEEZIE! I'M WARNING YOU--!

NO! YOU LIED TO ME, JUSTIN! YOU MADE A PROMISE TO ME, AND *YOU LIED!*

THAT DOES IT! IF YOU WON'T CLOSE YOUR MOUTH --I *WILL!*

SLOW DOWN, CHAMP!

DIDN'T YOUR MOTHER EVER TEACH YOU THAT GENTLEMEN DO *NOT* SLUG LADIES?

÷ULP÷

FF FF FF FF

WHAT ARE YOU KIDS DOING OUT SO LATE?

AND WHAT WERE YOU FIGHTING ABOUT?

IT'S, UM, ALL JUSTIN'S FAULT!

NO, IT AIN'T!

IT *IS* SO! HE PROMISED TO TAKE ME TO A CONCERT TONIGHT-- BUT HE BACKED OUT AT THE LAST MINUTE!

THAT'S *IT?!* YOU'RE FIGHTING OVER A DATE?!

I WAS COUNTING ON THIS CONCERT! IT WAS MY FAVORITE GROUP... *BURNT TOAST!*

IT AIN'T MY FAULT I COULDN'T GET TICKETS!

BESIDES, I THINK THEY'RE PRETTY *LAME-O,* ANYWAY!

ENOUGH! TAKE A BREATHER, KIDS! YOU'RE BOTH BEHAVING LIKE IDIOTS!

IT'S STUPID FOR YOU TO BE FIGHTING-- ESPECIALLY WHEN YOU HAVE SO MUCH GOING FOR YOU!

OH, YEAH? LIKE *WHAT--?!*

TAKE A GOOD LOOK AT THIS NEIGHBORHOOD, MISTER! ME AND WEEZIE LIVE HERE-- AND *IT STINKS!*

WE'VE GOT *NOTHING* GOING FOR US!

YOU'RE WRONG, JUSTIN!

REAL WRONG!

THERE ARE LOTS WORSE PLACES THAN THIS NEIGHBORHOOD ...THAN THIS PLANET!

HUH?

Y'KNOW, I USUALLY DO MOST OF MY DEBATING WITH MY FISTS--

--BUT I'M GOING TO TRY A DIFFERENT TACK WITH YOU KIDS!

HEY! WHAT ARE YOU DOING?!

I'M TAKING YOU BOTH FOR A RIDE! HANG ON TIGHT, BECAUSE--

YIPES! I THINK I'M GONNA BE SICK!

DON'T YOU DARE, JUSTIN!

--IT'S *WEB-SWINGING TIME!*

HEY, MISTER! ARE YOU CRAZY--?!

MAYBE! WE'LL LEARN SOON ENOUGH!

SOON, HIGH ATOP A NEARBY SKYSCRAPER...

WHY'D YOU BRING US UP HERE?

I WANTED YOU TO GET A REAL BIRD'S-EYE-VIEW OF THIS CITY... *YOUR CITY!*

FEEL THAT COLD NIGHT AIR! DOESN'T IT MAKE YOU GLAD YOU'RE ALIVE?

S-SURE, IF YOU SAY SO.

C-CAN WE GO HOME NOW?

NOT YET, JUSTIN! I'M REALLY GETTING OFF ON THE VIEW!

GOOD! I'M NOT MUCH OF A SPEECH-MAKER...SO I FIGURED I'D LET THE CITY SPEAK FOR ITSELF...

"HEY, I REALIZE THIS CITY ISN'T PERFECT! IT HAS MORE THAN ITS SHARE OF ROUGH EDGES...

"BUT THERE'S A LOT OF REAL BEAUTY DOWN THERE, TOO...

"THIS CITY IS LIKE ANY LIVING CREATURE! IT HAS THE POTENTIAL FOR INCREDIBLE GOOD ...OR HORRIBLE EVIL!

"IT'S A PART OF YOU KIDS, WHETHER YOU REALIZE IT OR NOT! YOU'LL ALWAYS CARRY IT WITH YOU--

--WHEREVER YOU GO!

THAT'S WHAT YOU'VE GOT GOING FOR YOU! IT'S A LOT MORE THAN YOU THINK!

MINUTES LATER...

THANKS FOR THE RIDE, MISTER! I KNOW JUSTIN REALLY HATED IT--

--BUT I HAD A GOOD TIME!

SO DID I!

YOU KNOW SOMETHING, MISTER? YOU'RE A NICE GUY...BUT AWFUL WEIRD!

I GUESS I AM AT THAT!

WEIRDER THAN SOME...BUT NOT AS WEIRD AS OTHERS!

THEN I DON'T WANT TO MEET THE OTHERS!

NEITHER DID I... BUT I DIDN'T HAVE ANY CHOICE!

GOOD-BYE, WEEZIE! HAVE A GOOD LIFE!

MAN! I DON'T KNOW IF THAT DID MORE GOOD FOR THEM-- OR ME!

BUT I FEEL EVEN *BETTER* THAN I DID BEFORE!

NEW YORK, YOU REALLY KNOW HOW TO BRING OUT THE VERY BEST IN --

NEXT ISSUE! SPIDER-MAN FACES THE THREAT OF A DARING, NEW VILLAIN! **PLUS**-- AUNT MAY FINALLY LEARNS THAT PETER HAS DROPPED OUT OF COLLEGE! DON'T MISS...

BY MYSELF BETRAYED--!

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APPROVED BY THE COMICS CODE AUTHORITY

the AMAZING SPIDER-MAN®

THIS IS THE EASY PART...!

IT'S GONNA BE MURDER WHEN SPIDEY FACES...THE ROSE!

LEONARDI

"BY MYSELF BETRAYED!"

STARRING THE AMAZING SPIDER-MAN!

PRESENTED BY:	STAN LEE
WRITTEN BY:	TOM DEFALCO
PENCILED BY:	RICK LEONARDI
INKED BY:	BILL ANDERSON
LETTERED BY:	JOE ROSEN
COLORED BY:	GLYNIS WEIN
EDITED BY:	DANNY FINGEROTH
COACHED BY:	JIM SHOOTER

TIME IS RUNNING OUT FOR THE MAMMOTHS, BILL! LOOKS LIKE THEY'RE GOING TO CLOSE REGULAR SEASON PLAY WITH A LOSS!

THAT'S RIGHT, CURT! THEY'VE ALREADY CLINCHED A PLAYOFF BERTH-- BUT A WIN HERE WOULD HAVE GUARANTEED THEM A HOMEFIELD ADVANTAGE!

QUARTER 4 BALL ON 47 DOWN 3 TO GO 7

SF SKYHAWKS 34
NY MAMMOTHS 28

UH-OH! MAMMOTHS' QUARTERBACK RAY NESTERS APPEARS TO BE IN BIG TROUBLE!

HE'S SCRAMBLING-- TRYING TO AVOID THE BLITZ--BUT HE CAN'T FIND AN OPEN RECEIVER!

NESTERS 15

THE SKYHAWKS ARE TAGGING HIM FOR A TWELVE YARD LOSS!

I'D HATE TO BE UNDER THAT PILE-UP, BILL!

ME TOO, CURT! THE MAMMOTHS ARE SIGNALING FOR THEIR FINAL TIME-OUT-- TO STOP THE CLOCK WITH SIX SECONDS LEFT IN THE GAME!

I HOPE YOU GOT A GOOD SHOT OF THAT SACK, PARKER!

ER... SORRY, WENDY...

I'M JUST NOT USED TO WORKING WITH THIS CAMERA!

THE SPORTS EDITOR LENT IT TO ME-- BECAUSE HE DIDN'T THINK MY OWN EQUIPMENT WAS RIGHT FOR THIS ASSIGNMENT!

LOOK, PARKER, I REALIZE THAT YOU DON'T USUALLY TAKE SPORTS PIX FOR THE DAILY BUGLE-- BUT YOU WERE ASSIGNED TO THIS GAME WHEN MY REGULAR PHOTOGRAPHER TOOK SICK!

I NEED THESE PICTURES FOR MY DAILY SPORTS COLUMN-- SO DON'T SCREW UP!

"PARKER"--?!

I WONDER IF... NAH, IT COULDN'T BE!

I'M TRYING MY BEST, MISS THORTON!

IT ISN'T GOOD ENOUGH, MISTER PARKER!

EXCUSE ME...

2

YES--?

HEY, DO I KNOW YOU?

YOU SHOULD... I WAS ONE OF YOUR FRESHMEN CHEMISTRY STUDENTS AT EMPIRE STATE UNIVERSITY.

MY NAME'S NESTERS... TONY NESTERS.

YOU GAVE ME A "B-MINUS!"

YEAH, I THOUGHT YOU LOOKED FAMILIAR.

PARKER!

THE GAME'S OVER HERE!

THIS IS IT, BILL! NESTERS IS CALLING SIGNALS FOR WHAT PROMISES TO BE THE LAST PLAY OF THE REGULAR SEASON!

HUP! HUP! HUP!

3

SNAP FROM CENTER, AND NESTERS FADES BACK...

IT'S A DESPERATE "HAIL MARY" PASS!

OH, NO!

RIGHT OFF THE FINGER-TIPS OF HIS FAVORITE RECEIVER, BABYFACE BOB CLAYTON!

THIS GAME IS NOW HISTORY, BILL!

IT'S BEEN A REAL PLEASURE WORKING WITH YOU, CURT!

:00
SKYHAWKS 34
NY MAMMOTHS 28

TOUGH BREAK, RAY!

YOU TRIED YOUR BEST!

YEAH...

...MY BEST.

BIKE

I CAN'T BELIEVE THAT GAME! WE SHOULD HAVE MURDERED THE SKYHAWKS!

WHO'S YOUR FRIEND, PARKER?

A FORMER STUDENT OF MINE... TONY NESTERS.

"NESTERS"--?! ANY RELATION TO *RAY*?

MY BROTHER.

REALLY?

LOOK, PARKER, THERE'S NO SENSE TO YOU HANGING AROUND ANY LONGER.

I'M OFF TO THE LOCKER ROOM WITH TONY HERE-- FOR SOME POST-GAME INTERVIEWS.

I'LL EVEN SAVE YOU A TRIP, AND RETURN THIS CAMERA TO THE BUGLE FOR YOU--

"--YOU NEVER KNOW WHEN A REAL PHOTOGRAPHER MAY NEED IT!"

WENDY ISN'T FOOLING ME. SHE'S JUST ANXIOUS TO GET THAT FILM DEVELOPED--SO SHE CAN SEE HOW THE PICTURES CAME OUT.

WELL, I CAN'T BLAME HER.

TAKE IT SLOW, PEOPLE!

NICE SEEING YOU AGAIN, MR. PARKER!

MOMENTS LATER...

UH-OH! I'M RUNNING LATE--AND I'M DUE AT MY AUNT MAY'S FOR DINNER.

I HAVE SOMETHING IMPORTANT TO DISCUSS WITH HER.

GLANCING AROUND TO MAKE SURE THAT HE'S UNOBSERVED, PETER PARKER BOUNDS FORWARD, COVERING AN INCREDIBLE TWENTY FEET WITH EACH LEAP--

--UNTIL HE REACHES--AND **CLINGS** TO THE UNDERSIDE OF --ONE OF THE MANY EXIT RAMPS WHICH FILL THE STADIUM.

AND THEN, IN RESPONSE TO A MENTAL COMMAND, HIS CLOTHES UNDERGO A MOST STARTLING TRANSFORMATION!

WOW! I GET A REAL KICK OUT OF WEARING THIS NEW COSTUME. IT REACTS INSTANTLY TO MY THOUGHTS--AND IT CAN MIMIC THE APPEARANCE OF ANY SET OF CLOTHES I CAN IMAGINE!

IT'S A COMPLETE WARDROBE IN ITSELF. I MAY NEVER HAVE TO BUY CLOTHES AGAIN!

I STILL CAN'T BELIEVE I GOT IT ON A DISTANT PLANET AT THE OTHER END OF THE UNIVERSE--AFTER MY OLD COSTUME WAS SHREDDED IN A BATTLE WITH THE ABSORBING MAN!*

*FOR MORE DETAILS, SEE MARVEL SUPER HEROES SECRET WARS UPCOMING ISSUE #6 --DANNY.

--IT'S WEB-SWINGING TIME!

HHM! IT COULDN'T GET AROUND MY FINGERTIPS--BECAUSE THEY WERE HOLDING ME TO THE RAMP. I'LL FIX THAT, AND THEN --

MOMENTS LATER, THOSE FOOTBALL FANS STILL TRAPPED WITHIN THE GRIDLOCK WHICH ATTENDS THE CONCLUSION OF MOST SPORTING EVENTS--

--ARE TREATED TO AN EXHIBITION OF SPEED AND AGILITY FAR GREATER THAN ANY EVER WITNESSED ON A PLAYING FIELD...

I STILL HAVE SO MUCH TO LEARN ABOUT THIS COSTUME. I DON'T EVEN KNOW WHERE ITS WEBBING COMES FROM.

I'M NOT WEARING WEB-SHOOTERS, BUT WEBBING'S THERE WHEN I NEED IT!

PWIP

REED RICHARDS, THE LEADER OF THE FANTASTIC FOUR, VOLUNTEERED TO EXAMINE EVERYTHING FOR ME--BUT I HAVEN'T HAD THE TIME TO DROP IN ON HIM!

WH-WHO IS THAT GUY?!

DON'T ASK ME!

THEY DON'T REALIZE I'M *SPIDER-MAN!*

HA! I HAVEN'T FELT THIS ANONYMOUS--

--SINCE I FIRST GOT MY POWERS...

I STILL REMEMBER HOW I TRIED TO CASH IN ON THEM.

TV

I WAS GOING TO STRIKE IT RICH IN SHOW BUSINESS.

BUT THEN, BECAUSE I HAD FAILED TO ACT AS SPIDER-MAN, MY UNCLE BEN WAS MURDERED BY A BURGLAR.

THAT'S WHEN I FIRST LEARNED THAT WITH GREAT POWER, COMES GREAT RESPONSIBILITY.

IF ONLY I HAD BEEN THERE TO SAVE MY UNCLE BEN, MY WHOLE LIFE WOULD HAVE TURNED OUT SO DIFFERENT...

...SO *VERY* DIFFERENT!

MEANWHILE...

...AT A LUXURY APARTMENT HOUSE IN MIDTOWN MANHATTAN...

VROOM

TONY, I'LL MEET YOU UP-STAIRS LATER. I'M...ER... GONNA GO PICK UP A NEWSPAPER.

YOU WANT COMPANY, RAY?

NO.

I'D RATHER BE ALONE FOR AWHILE.

SURE, I UNDERSTAND.

SEE YOU IN THE APARTMENT.

D79

WHY DID YOU DITCH THE KID, NESTERS?

ARE YOU AFRAID HE'LL LEARN THAT HIS FOOTBALL HERO BROTHER IS ON THE TAKE?

PORSC

DON'T PUSH IT, JOHNSTON. JUST GIVE ME MY MONEY... AND CLEAR OUT.

IS THAT ANY WAY TO TALK TO ME, FOOTBALL HERO?

VARLEY AND I WERE JUST ABOUT TO COMPLIMENT YOU ON TODAY'S GAME. YOU WERE ***VERY*** CONVINCING. IT REALLY LOOKED LIKE YOU WERE TRYING TO WIN OUT THERE.

THE ***ROSE*** WAS SO IMPRESSED THAT HE INCLUDED A LITTLE BONUS IN YOUR PAY ENVELOPE.

HE HOPES YOU CAN DO AS WELL ***NEXT*** WEEK.

WHAT--?! IS HE CRAZY?!

THE PLAYOFFS START NEXT WEEK. I CAN'T LOSE ANY MORE GAMES.

LISTEN, FOOTBALL HERO, YOU'LL DO WHATEVER THE ROSE TELLS YOU TO DO... *OR ELSE!*

THAT'S WHAT YOU THINK!

I'VE HAD ALL I CAN STOMACH OF YOU AND YOUR MYSTERIOUS BOSS!

UNN

WHUNG!

TELL THE ROSE THAT I'VE THROWN MY LAST GAME! HE CAN TAKE HIS DIRTY MONEY, AND SHOVE IT RIGHT UP HIS--

CLICK!

THAT'S ENOUGH, NESTERS.

LET GO OF THE MAN... *NOW.*

YOU DISAPPOINT ME, NESTERS. I THOUGHT EVEN A DUMB JOCK LIKE YOU WOULD KNOW BETTER--

--THAN TO TRY AND CROSS THE ROSE!

THE ROSE WILL CALL YOU LATER IN THE WEEK... AT THE USUAL TIME. YOU'D BETTER DO WHAT YOU'RE TOLD--

--OR YOUR NEXT *HOME GAME* WILL BE INSIDE THE PEARLY GATES!

MINUTES LATER...

WHAT AM I GOING TO DO? THOSE CRUMBS WILL *NEVER* LET ME OFF THE HOOK!

HEY, I THOUGHT YOU WENT FOR A NEWSPAPER.

CHANGED MY MIND, KID.

YOU LOOK REAL TENSE ALL OF A SUDDEN. IS ANYTHING WRONG, RAY?

NAH, EVERYTHING'S WONDERFUL...

...JUST WONDERFUL.

I KNOW SOMETHING'S BOTHERING YOU, RAY. YOU *NEVER* DRINK DURING THE SEASON.

LOOK, TONY, I DON'T MIND YOU LIVING WITH ME, JUST SO LONG AS YOU KEEP YOUR NOSE PLANTED INSIDE YOUR SCHOOL BOOKS--

--AND *OUT* OF MY BUSINESS!

SLAM!

AT THAT EXACT MOMENT, IN FOREST HILLS, QUEENS...

YOU'VE DONE IT AGAIN, MAY PARKER! ANOTHER EXCELLENT MEAL...

IT'S MY TURN TO WASH, SO I'LL LEAVE THE TABLE CLEAN-UP TO YOU TWO.

PETER, I'M SO GLAD YOU COULD JOIN NATHAN AND ME FOR SUNDAY DINNER.

SO AM I, AUNT MAY. WHERE ARE YOUR OTHER TENANTS TODAY?

THEY'RE SPENDING THE DAY AT THE RADIO CITY MUSIC HALL.

THAT'S JUST AS WELL, AUNT MAY. NOW THAT WE'RE ALONE, I'VE GOT SOMETHING TO TELL YOU...

PETER, YOU SOUND SO SERIOUS.

A FEW WEEKS AGO,* I DECIDED TO POST-PONE MY GRADUATE SCHOOL STUDIES.

I'VE TAKEN A FORMAL LEAVE OF ABSENCE-- FROM COLLEGE.

YOU'VE DROPPED OUT.

HOW COULD YOU, PETER?

*SEE AMAZING SPIDER-MAN #243 --DANNY.

THINK OF ALL THE SACRIFICES YOU'VE MADE-- THE TIME AND WORK YOU PUT IN! AND YOUR UNCLE BEN-- HE HAD SUCH DREAMS FOR YOU!

YOU CAN'T DO THIS TO YOURSELF! *YOU CAN'T!*

MAY--?!

YOU'RE TURNING YOUR BACK ON YOUR FUTURE!

I *WON'T* ALLOW IT!

WHAT HAVE YOU DONE TO YOUR AUNT?! I'VE NEVER SEEN HER IN SUCH A STATE!

ANSWER ME, YOUNG MAN--

"-- WHAT HAVE YOU DONE?!

LATER...

CAN'T GET AUNT MAY'S REACTION OUT OF MY MIND!

SHE'S USUALLY SO SUPPORTIVE! GUESS I JUST ASSUMED SHE'D ACCEPT MY DECISION TO QUIT SCHOOL AT FACE VALUE.

I NEVER REALIZED HOW MUCH MY COLLEGE EDUCATION MEANT TO HER!

I'VE REALLY BEEN MAKING A MESS OUT OF MY LIFE LATELY. EVEN MY RELATIONSHIP WITH THE *BLACK CAT* SEEMS TO BE GOING SOUR!

I KNOW THAT FELICIA HAS BEEN HIDING SOMETHING FROM ME*-- BUT WHAT IS IT?!

*SEE RECENT ISSUES OF SPECTACULAR SPIDER-MAN FOR DETAILS -- DANNY.

ELSEWHERE...

BUT, BOSS...

THAT'S QUITE ENOUGH, MR. JOHNSTON, YOU NEEDN'T CONCERN YOURSELF WITH MR. NESTERS ANY LONGER.

HE SHALL DO AS *THE ROSE* COMMANDS, OR HE SHALL FACE THE CONSEQUENCES--

--AND THEY ARE MOST DIRE, INDEED.

TUESDAY MORNING...

THIS COULD BE OUR YEAR, RAY! I'M SURE OF IT! YOU'VE JUST GOT TO PUT LAST SUNDAY'S DEFEAT BEHIND YOU!

I WANT TO SEE A GREAT PRACTICE TODAY.

I'M COUNTING ON *YOU* TO TAKE THIS TEAM THROUGH THE PLAYOFFS, AND ALL THE WAY TO THE SUPER BOWL!

YEAH, COACH...

...I KNOW.

MUCH LATER, AFTER A GRUELING FIVE HOURS ON THE GRIDIRON --

--RAY NESTERS RETURNS HOME TO FIND...

AN ENVELOPE!

SOMEONE MUST HAVE SHOVED IT UNDER MY APARTMENT DOOR -- BUT WHO?!

RINGGG!

you must lose this Sunday...by a score of six points or more. Consider the enclosed an advance. warmest regards,

YEAH, THIS IS NESTERS.

HOW DID MR. NESTERS REACT TO OUR LATEST PROPOSITION?

HE SUGGESTED THAT YOU PERFORM A CERTAIN ANATOMICAL IMPOSSIBILITY.

THAT'S A PITY, MR. VARLEY.

I WAS TRULY HOPING THAT HE WOULD SEE THE LIGHT OF REASON... BEFORE YOU AND MR. JOHNSTON WERE FORCED TO RESORT TO VIOLENCE.

THURSDAY AFTERNOON...

DAILY BUGLE

WHAT IF AUNT MAY'S RIGHT?...

...WHAT IF I AM FORSAKING MY FUTURE?!

EARTH TO PETER PARKER! *COME IN, PETER!*

JOE ROBERTSON, EDITOR IN CHIEF

ER...SORRY, BETTY. GUESS MY MIND WAS A MILLION MILES AWAY.

I NOTICED.

IS ROBBY IN HIS OFFICE? WE HAVE AN APPOINTMENT.

GO RIGHT IN. HE'S BEEN WAITING FOR YOU.

YOU'RE LATE, PETE. YOU SHOULD HAVE BEEN HERE TWENTY MINUTES AGO.

SORRY. I WAS IN THE DARKROOM, AND I GUESS I LOST TRACK OF THE TIME...

I WANTED TO GO OVER THESE PICTURES YOU SHOT AT THE MAMMOTH GAME LAST SUNDAY.

THEY'RE NOT GOOD.

IN FACT, THE GENERAL QUALITY OF ALL YOUR WORK HAS BEEN SLIPPING LATELY.

LOOK, I KNOW YOU'VE NEVER BEEN A TECHNICALLY PROFICIENT PHOTOGRAPHER-- BUT YOU ARE CAPABLE OF PRODUCING GOOD STUFF.

YOU'D BETTER START BEARING DOWN.

AFTER ALL, YOU'RE NOT THE ONLY FREELANCER IN TOWN...

NOT SO SHORTLY...

÷WHEW÷

TROUBLE IN PARADISE?

YEAH.

WHAT'S WITH ROBBY? HE'S NEVER CHEWED ME OUT LIKE THAT BEFORE.

HE SEEMS TO BE TAKING HIS PROMOTION TO *EDITOR IN CHIEF* VERY SERIOUSLY.

I REALLY CAN'T BLAME HIM. PEOPLE USED TO GET AWAY WITH MURDER...

...UNDER MR. JAMESON.

PARKER--?!

JUST THE MAN I WANTED TO SEE!

HI, WENDY. WHAT'S UP?

YOUR FRIEND TONY NESTERS ARRANGED FOR ME TO GET AN EXCLUSIVE INTERVIEW WITH HIS BROTHER RAY.

I OWE THIS ALL TO YOU, SO I FIGURED I'D LET YOU SHOOT THE BACKGROUND PICTURES.

THAT'S *VERY* THOUGHTFUL OF YOU, MISS THORTON--

--ESPECIALLY SINCE ALL OF OUR OTHER PHOTOGRAPHERS ARE OUT ON ASSIGNMENT!

HEY, I DON'T CARE IF I WAS HER LAST RESORT. I COULD USE THE WORK.

GREAT! I'LL JUST CALL TONY TO CONFIRM EVERYTHING.

YEAH, RAY'S EXPECTING YOU. HE SHOULD BE HOME IN AN HOUR. SEE YOU THEN.

BINGG! BONGG!

GOTTA GO NOW. SOMEONE'S AT THE DOOR.

MEANWHILE...

LOOKING GOOD, RAY! WE'RE GONNA WIN BIG THIS SUNDAY.

YEAH.

SEE YOU GUYS AT PRACTICE TOMORROW.

WHAT AM I GOING TO DO? I CAN'T LET THE TEAM DOWN-- BUT THE ROSE WILL KILL ME IF I DON'T.

I'VE NEVER FELT SO HELPLESS...SO OUT OF CONTROL.

IT'S LIKE MY WHOLE LIFE WAS CRUMBLING AROUND ME.

WHERE DID IT ALL GO WRONG?

WAS IT THE INJURIES? THE LOSING SEASONS?

OR, THE LURE OF BIG MONEY AND EASY LIVING?!

I USED TO LOVE THIS GAME.

USED TO DREAM ABOUT PLAYING PRO BALL, AND MAKING A NAME FOR MYSELF.

THE YEARS HAVE REALLY TAKEN THEIR TOLL ON ME, AND MY DREAMS...

I SHOULD HAVE KNOWN BETTER THAN TO GET INVOLVED WITH A GUY LIKE THE ROSE.

YEAH, I SHOULD HAVE KNOWN BETTER ABOUT A LOT OF THINGS...

GOTTA GET HOME. THE KID'S WAITING FOR ME.

BUT, SOON...

WHAT THE--?!

TONY! TONY! WHERE ARE--

--YOU?

We have the boy. Let's talk.

MOMENTS LATER, AS AN ELEVATOR ARRIVES ON RAY'S FLOOR...

UH-OH!

WENDY--

--LOOK OUT!

TH-THAT'S RAY NESTERS!

WHERE IS HE GOING?

WHAT ABOUT MY INTERVIEW?!

I THINK YOU CAN FORGET ABOUT THAT FOR NOW!

TAKE A LOOK AT *THIS!*

OH, MY!

NESTERS' PLACE LOOKS LIKE IT'S BEEN THROUGH A WAR!

WHAT SHOULD WE DO, PARKER?

PARKER--?!

*JUST THEN, ON THE STREET BELOW, RAY NESTERS' **911 CABRIO** ROCKETS FORWARD, CLOSELY FOLLOWED BY THE EVER AMAZING SPIDER-MAN!*

MY COSTUME MANAGED TO CHANGE ITS APPEARANCE WHILE I WAS STILL CRAWLING DOWN THE SIDE OF NESTERS' BUILDING!

THERE HE GOES NOW!

SWINGING FROM BUILDING TO BUILDING ON HIS INCREDIBLE WEB-LINE, SPIDER-MAN EASILY KEEPS PACE WITH THE SPEEDING CAR.

SOON...

WHAT'S HE UP TO?!

HE'S AIMING HIS CAR FOR THIS BUILDING-- BUT HE'S NOT SLOWING DOWN --NOT STOPPING!

VROOM!

KER-ASH!

I KNEW THE ROSE WOULD HAVE A SMALL ARMY BACKING HIM UP!

MY ONLY CHANCE WAS TO HIT 'EM HARD AND SUDDEN-- LIKE A LINEBACKER BLITZ!

GIMME THAT GUN, PUNK!

÷UNNN÷

ARE YOU QUITE FINISHED, MR. NESTERS ?

YOUR GRAND-STAND PLAY HAS CAUSED MORE THAN SUFFICIENT DAMAGE!

O KING

STUFF IT, ROSE!

I WANT MY KID BROTHER ...NOW!

KEEP TALKING, FOOTBALL HERO...

HE IS UNHARMED... FOR THE MOMENT.

RAY! THESE GUYS SAY YOU'VE BEEN *DUMPING* GAMES! TELL 'EM THEY'RE LYING! TELL 'EM IT AIN'T SO!

"TELL 'EM!"

TONY, I...I...

BLAMM!

FWOK!

REAL CARELESS, NESTERS. YOU SHOULDN'T HAVE DROPPED YOUR GUARD LIKE THAT!

PILE ON, BOYS! IT'S TIME WE TAUGHT THIS FOOTBALL HERO THE REAL FACTS OF LIFE!

÷UFFF÷

DON'T KILL HIM, YOU FOOLS!

WE STILL NEED HIM FOR SUNDAY'S GAME.

SPWASH!

THAT'S AWFULLY SPORTING OF YOU, FELLA! YOU'RE A REGULAR "MR. WARMTH".

AT LAST! I'VE SEEN ENOUGH TO PIECE THIS SITUATION TOGETHER.

WH-WHO IS THAT CREEP?!

HIS IDENTITY IS UNIM-PORTANT!

STOP HIM!

UNIMPORTANT? ME--?!

:SHEESH: YOU REALLY KNOW HOW TO HURT A GUY!

FWAKK

HEY! WHAT HAPPENED TO THE LIGHTS?!

H-HE FIRED SOME SORT OF STICKY GOOP OUTTA THE BACK OF HIS HAND!

IT'S CALLED "WEBBING!"

I'D REALLY APPRECIATE IT IF YOU USED ITS CORRECT NAME. LAWYERS CAN BE SO FINICKY WHEN IT COMES TO TRADEMARKS.

GOTTA PUT ON A REAL SHOW FOR MY AUTO-MATIC CAMERA! I SET IT UP OUTSIDE--AND I JUST HOPE I CAN GET SOME DYNAMIC PIX FOR GOOD OL' ROBBY!

C'MON, KID! NOW'S OUR CHANCE TO GET OUTTA HERE -- WHILE THAT COSTUMED JERK IS KEEPING EVERYONE DISTRACTED!

NO! I WANT TO KNOW THE TRUTH FIRST! YOU HAVE BEEN THROWING GAMES, HAVEN'T YOU?

HAVEN'T YOU?!

KID, THIS AIN'T THE TIME OR THE PLACE...

HOW COULD YOU, RAY? HOW COULD YOU TURN YOUR BACK ON THE GAME -- ON YOURSELF?!

THERE'S SO MANY OF THEM! GOTTA KEEP MOVING!

BWAK!

CAN'T GIVE 'EM A CHANCE TO GANG UP ON ME, AND ÷UFF÷

I GOT HIM! I GOT HIM!

SWOK!

THAT'S PRETTY GOOD, CHUCKLES! IT ISN'T EASY TO HIT A GUY WHO CAN MOVE AS FAST AS I CAN!

REMIND ME TO GET THE CORRECT SPELLING ON YOUR NAME LATER! I WANT TO RECORD IT FOR POSTERITY!

PHOOM!

ARGG!

UH-OH! LOOKS LIKE THE BOSS-MAN IS MAKING TRACKS!

÷UNNN÷

FWAP!

HATE TO CUT THIS SHORT, BUNKY -- BUT DUTY CALLS!

HI THERE, FRIEND! HOPE YOU WEREN'T PLANNING ON LEAVING THE PARTY. WE HAVEN'T HAD A CHANCE TO DANCE, YET.

STAY BACK! I HAVE NO WISH TO ENGAGE YOU IN PHYSICAL COMBAT.

I EMPLOY UNDERLINGS FOR SUCH MATTERS!

SWISH!

BWOOF!

REALLY? WELL, I DON'T THINK YOU'RE GETTING YOUR MONEY'S WORTH. YOUR GOONS FALL DOWN EVERY TIME I HIT THEM!

HEY! THOSE GRENADES HE THREW ARE RELEASING SOME KIND OF GAS-- BUT MY COSTUME SEEMS TO BE ACTING LIKE A FILTER AGAINST IT!

TAKE HIM!

KPOW KPOW KPOW

DON'T WORRY, BOSS! WE'LL PUNCH THIS CLOWN'S TICKET!

HI, GUYS! LOOKING FOR A LITTLE OVERTIME?

UH-OH! WHAT'S NESTERS DOING DOWN THERE?

ROSE! YOU RUINED MY LIFE! YOU RUINED EVERYTHING! I NEVER SHOULD HAVE GOTTEN MIXED UP WITH YOU!

THAT MAY WELL BE TRUE, MR. NESTERS -- BUT I AM HARDLY TO BLAME FOR YOUR CURRENT SITUATION.

WHY YOU =ARGH=

YOU ARE AN ADULT! NO ONE FORCED YOU INTO ANYTHING!

KO!

YOU MADE YOUR OWN DECISIONS!

THIS IS MOST DISTRESSING. MY MEN ARE NO MATCH FOR THAT BLACK-SUITED AVENGER. HE'LL BE AFTER ME WITHIN SECONDS--

--UNLESS I TAKE SOME RATHER DRASTIC ACTIONS!

BWAM!

NO!

THOSE FALLING CRATES WILL CRUSH NESTERS! HE HASN'T GOT A CHANCE!

ACTING INSTINCTIVELY, THE AMAZING SPIDER-MAN HURLS HIMSELF FORWARD, GRIMLY DETERMINED TO CUSHION THE FALLEN FOOTBALL STAR WITH HIS OWN BODY.

AND THEN...

KA-PLASH!

FOR A SEEMINGLY ETERNAL INSTANT, ALL IS SILENT AS THE DUST CLEARS...

AND THEN, THE CRATES BEGIN TO SHIFT, AS SPIDER-MAN EXERTS THE FULL EXTENT OF HIS INCREDIBLY POWERFUL MUSCLES...

≠UNNN≠

TOGIAK

HOLD ON, NESTERS! I'LL GET YOU OUT OF HERE.

AND THEN, SHORTLY...

≠WHEW≠ MY ACHING BACK! IT WAS A CRAZY STUNT--BUT IT WORKED!

RAY, ARE YOU--?!

I'M FINE, KID. BEEN UNDER WORSE PILE-UPS ON THE FOOTBALL FIELD.

THE ROSE SEEMS TO HAVE VANISHED DURING THE CONFUSION...ALONG WITH MOST OF HIS MEN!

LISTEN, TONY, WE GOTTA TALK...

YEAH... ABOUT A LOT OF THINGS.

BUT, WHAT ARE WE GOING TO DO ABOUT THE ROSE? HE'LL NEVER LEAVE YOU ALONE. YOU MUST KNOW THAT!

DON'T WORRY. THERE'S ONE WAY TO GET HIM OFF OUR BACKS...

...ONLY ONE WAY.

EARLY THE NEXT MORNING...

SCANDAL!

Photo by Peter Parker

Mammoths Quarterback Ray Nesters, accompanied by his younger brother, surrenders to authorities on the steps of Manhattan Criminal Courthouse Building.

NESTERS QUITS!

Confesses Ties To Organized Crime

Coach, Teammates Express Shock! Playoff Hopes Dim

an exclusive by Wendy Thorton

New York Mammoths Coach James Albertson expressed shock and dismay today, when informed that his star quarterback, Ray Nesters, had voluntarily surrendered himself to police officials early this morning, revealing ties to organized gambling syndicates which reached as far back as

ter's startling revelations. Coach Albertson had this to say. "I've known Ray Nesters f over seven years. I ha a great deal of res for the man, both athlete and as a being. I intend beside him in trying of time Ray Nes scheduled Mammoth quarterba round League

Suspended By League

By Ben Urich

The officials of the National Football League reacted quickly and decisively this morning, when they learned of Ray Nesters's long association with organized crime. Effective immediately, Ray Nesters has been suspended without pay, pending a full investigation by the League. Nesters will not be permitted to play in this Sunday's game with the

did, however, say that an emergency has been reserve

Austin Refuses Job.

NICE STORY, WENDY.

YOU MADE PAGE THREE.

IT WASN'T THE INTERVIEW I'D PLANNED ON--BUT YOU WON'T HEAR ME COMPLAINING!

I STILL CAN'T BELIEVE THAT A MAN LIKE RAY NESTERS COULD BETRAY THE SPORT LIKE THAT, THOUGH.

IT'S A REAL SHAME! THE MAN HAD SO MUCH TALENT, SO MUCH POTENTIAL.

...HOW COULD HE-- HOW COULD *ANYONE*-- FLUSH AWAY HIS FUTURE LIKE THAT?!

WHEN YOU THINK OF ALL THE SACRIFICES HE MUST HAVE MADE OVER THE YEARS, YOU REALLY HAVE TO WONDER...

WHAT A WASTE OF A PERFECTLY GOOD LIFE!

THE END

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APPROVED BY THE COMICS CODE AUTHORITY

the AMAZING SPIDER-MAN®

BACK OFF, WALL-CRAWLER! THE BATTLE VAN IS *MINE!*

NO! NOT... *YOU!*

LEONARDI & RUBINSTEIN

STAN LEE PRESENTS THE AMAZING SPIDER-MAN IN...

WITH GREAT POWER...

AT LAST! THE CITY'S FINALLY GOTTEN AROUND TO HAULING THE *HOBGOBLIN'S* BATTLE WAGON OUT OF THE HUDSON.

IT'S ABOUT TIME. THAT THING CRASHED INTO THE RIVER WEEKS AGO. *

TOM DEFALCO -- *WRITER*
RICK LEONARDI -- *PENCILER*
JOSEF RUBINSTEIN -- *INKER*
JOE ROSEN -- *LETTERER*
CHRISTIE SCHEELE -- *COLORIST*
DANNY FINGEROTH -- *EDITOR*
JIM SHOOTER -- *EDITOR IN CHIEF*

NYPD

NY

*SEE ISSUE #251 --DANNY.

BUT IT SEEMS LIKE ONLY YESTERDAY TO ME...

"I HAD FINALLY TRACKED THE HOBGOBLIN TO HIS SECRET HEADQUARTERS.

"WHEN HE TRIED TO ESCAPE, I HITCHED A RIDE ON HIS BATTLE VAN...

"AS SOON AS I ENTERED IT, HE ACTIVATED ITS INCREDIBLE AUTO-GUIDANCE SYSTEM.

"TALK ABOUT YOUR SOPHISTICATED HARDWARE!

"WHILE WE FOUGHT, IT MANAGED TO STEER THE VAN SAFELY THROUGH TRAFFIC--

"--UNTIL WE HAD CROSSED THE ENTIRE CITY, AND RUN OUT OF ROADWAY...

"THE BATTLE WAS TURNING MY WAY...WHEN THE VAN'S AUTO-DESTRUCT SYSTEMS WERE ACTIVATED--

KA-WAM!

"THE HOBGOBLIN AND I WERE SEPARATED IN THE BLAST. AS SOON AS I COULD, I RETURNED TO THE WRECKAGE TO SEARCH FOR HIM.

"THE VAN WAS STILL PRETTY MUCH INTACT--BUT HE WAS NOWHERE TO BE FOUND! HE HAD *VANISHED* --LEAVING ONLY ONE TRACE BEHIND--

"--HIS MASK!"

SO MUCH HAS HAPPENED TO ME SINCE THEN.

HECK I'VE BEEN TO THE OTHER END OF THE UNIVERSE*--

*FOR DETAILS, SEE THE *MARVEL SUPER HEROES SECRET WARS* LIMITED SERIES --DANNY.

--AND I EVEN HAVE A NEW COSTUME...ONE WHICH OBEYS MY EVERY THOUGHT!

REACTING TO SPIDER-MAN'S UNSPOKEN COMMAND, HIS AMAZING COSTUME OPENS A WIDE SEAM TO RECEIVE HIS CAMERA.

MOMENTS LATER--

--RESPONDING TO A SECOND COMMAND, THE COSTUME DISGORGES ONE OF HIS MICROELECTRONIC TRACER BUGS...

MAYBE IT'S ONLY PARANOIA ON MY PART--

--BUT I REALLY WANT TO KEEP TABS ON THIS BABY.

AFTER ALL, I SURVIVED THAT UNDERWATER EXPLOSION. MAYBE THE HOBGOBLIN DID, TOO.

IF HE IS ALIVE, HE'LL WANT HIS WHEELS BACK.

--AN ELDERLY JOGGER TAKES SPECIAL NOTE OF THE BATTLE VAN...

LOOKS LIKE THE FLATBED IS FINALLY PULLING OUT.

NOW, I CAN MAKE MY REPORT, AND GO HOME.

THE VAN HAS JUST LEFT FOR THE POLICE IMPOUND YARD, I REPEAT...

...THE VAN HAS JUST LEFT FOR THE POLICE IMPOUND YARD!

THEN, AS SPIDER-MAN WEB-SWINGS AWAY--

GOOD. I WAS GETTING TIRED OF RUNNING AROUND THIS STUPID BLOCK.

MEANWHILE...

I'VE GOT TO SEE THE *BLACK CAT* LATER. I STILL HAVE THE FEELING SHE'S KEEPING SOMETHING FROM ME, BUT WE HAVEN'T HAD A CHANCE TO TALK SINCE WE FOUGHT *THE BLOB* LAST WEEK!*

I'VE ALSO GOT TO GIVE MY AUNT MAY A CALL!

*SEE *SPECTACULAR SPIDER-MAN* #91 --DANNY.

SHE'S BEEN REAL UPSET WITH ME EVER SINCE I TOLD HER THAT I HAD DROPPED OUT OF GRADUATE SCHOOL.*

I'VE JUST GOT TO MAKE HER UNDERSTAND WHY I DID IT. SHE MEANS SO MUCH TO ME.

*LAST ISSUE --D.

MOMENTS LATER...

G*XX☆#@%! PHONE COMPANY!

HI THERE!

I'D LIKE THAT PHONE WHEN YOU'RE DONE.

G-GO R-RIGHT A-AHEAD.

THANKS.

THE BOYS AT MITCHELL'S WILL NEVER BELIEVE THIS ONE.

SOON, IN *FOREST HILLS, QUEENS*...

RINGGG

I'LL GET IT!

VICTOR PALERMO! WHO APPOINTED YOU "MR. TELEPHONE"? WHY DO YOU ALWAYS HAVE TO ANSWER THAT THING?

BE QUIET, HARRIET! CAN'T YOU SEE I'M ON THE PHONE?!

SOUNDS LIKE THE PALERMOS ARE STILL AT IT!

THEY'VE BEEN ARGUING NON-STOP EVER SINCE THEY MOVED INTO AUNT MAY'S BOARDING HOUSE FOR SENIOR CITIZENS.

Phone

HELLO, VICTOR...

THAT *YOU*, PETER?

"YES, IT'S ME. IS MY AUNT HOME?"

OH, DEAR. I HAVE TOO MANY CARDS AGAIN.

THAT'S YOUR FIFTH MISDEAL, MARTHA.

HUSH UP, NATHAN LUBENSKY! *DRAW POKER* IS YOUR GAME. I WANTED TO PLAY *GO FISH*.

I HATE TO INTERRUPT YOU HIGH ROLLERS--

BUT MAY'S NEPHEW IS ON THE PHONE.

P-PETER--?

MAY, PLEASE--! IT'S TIME YOU SPOKE TO THE BOY.

NO, NATHAN. I...I CAN'T.

HE DECIDED TO DROP OUT OF COLLEGE ON HIS OWN...

...AND NOW HE WANTS ME TO FORGIVE HIM FOR THROWING AWAY HIS FUTURE.

WELL, I *WON'T!*

SHE...SHE WON'T EVEN COME TO THE PHONE?!

Phone

I... SEE...

MOMENTS LATER...

SHE MUST BE EVEN ANGRIER THAN I THOUGHT. THIS IS THE *SECOND* TIME SHE REFUSED TO SPEAK TO ME!

WHAT CAN I DO?!

I WAS RAISED BY MY AUNT MAY--AND I JUST CAN'T STAND IT WHEN THERE'S FRICTION BETWEEN US.

DAILY BUGLE

DAILY BUGLE

DAILY BUGLE

HEY! THAT TRUCK IS PICKING UP ITS DAILY RETURNS.

I'LL JUST HITCH A RIDE.

IT'S GOTTA BE HEADING BACK TO--

"--THE *DAILY BUGLE!*"

DAILY BUGLE

DAILY BUGLE

SOON, AT THE LOADING DOCKS LOCATED IN THE REAR OF THE FAMOUS BUILDING...

END OF THE LINE!

DAILY BU

THE PIX I TOOK EARLIER AREN'T EXACTLY FRONT PAGE MATERIAL--BUT MAYBE I CAN SELL THEM, ANYWAY...

...IF IT'S BEEN A SLOW NEWS DAY.

UH-OH!

LOOK! IT'S THAT SPIDER-GUY!

HE'S GOT NO BUSINESS HERE!

EXIT

STOP HIM!

YEOW!

SLAMM!

EXIT

WHAT A LEAP!

HE DUCKED INTO THE STAIRWELL!

OPEN UP! LET US IN!

BWAM!

BWAM!

HHM! MAYBE THIS WASN'T SUCH A HOT IDEA. THE CITY ROOM IS ON THE SEVENTEENTH FLOOR, I'VE GOT A LONG HIKE AHEAD OF ME.

A LITTLE WEBBING SHOULD GUARANTEE ME SOME PRIVACY--WHILE MY COSTUME DOES ITS THING. IT CAN ASSUME ANY APPEARANCE I WANT.

MEANWHILE...

THE TRUCK IS PASSING CHECKPOINT FOUR.

HOWEVER, IT HAS PICKED UP A POLICE ESCORT.

POLICE

THE BUGLE

DON'T WORRY! I ANTICIPATED THAT EVENTUALITY.

IN FACT...

"...CERTAIN STEPS ARE ALREADY BEING TAKEN...

"...TO *RESOLVE* THAT PROBLEM!"

FWAK!

UFFF

UNNN!

EASY, KID! WE'VE ALREADY RADIOED FOR AN AMBULANCE.

YOU MIGHT AS WELL GO ON WITHOUT US, BERNIE. WE COULD BE TIED UP HERE FOR HOURS.

POLICE

EVERYTHING WENT ACCORDING TO PLAN. THE TRUCK IS LEAVING ...ALONE.

GOOD. KEEP IT IN SIGHT!

SIX CITY-BLOCKS LATER...

IT'S IN POSITION.

KLICK-

BIZZIT!

HEY!

THAT LIGHT CHANGED AWFULLY FAST, DIDN'T IT?

FORGET THE STUPID LIGHT, BERNIE--

--AND CHECK OUT THE BABE IN THE NEXT CAR!

OH, MAMA!

ACE

HOW'S IT HAPPENING, SWEET THING?

GIGGLE

ACE

UNNOTICED BY THE TRUCKERS, A CRANE WITH A MAGNETIC HOIST SWINGS OUT FROM A NEARBY CONSTRUCTION SITE...

AND THEN...

WAKE UP, ROMEO.

GREEN LIGHT!

YEAH, YEAH...

...I SEE IT!

VROOM!

AS THE FLATBED SLIPS INTO GEAR, AND ROLLS FORWARD--

--THE STOLEN BATTLE WAGON IS SWUNG INTO THE CONSTRUCTION SITE!

HA! THOSE TWO CLOWNS DON'T EVEN REALIZE THEY'VE BEEN RIPPED OFF!

ELSEWHERE, AT THAT PRECISE MOMENT...

HOW DID YOU DO TODAY, PETER?

NOT GOOD, BETTY. I COULDN'T INTEREST ANY OF THE EDITORS IN THE PICTURES I TOOK THIS MORNING.

COULD I LEAVE 'EM WITH YOU IN CASE SOMEBODY HAS A CHANGE OF HEART?

SURE.

DON'T LOOK SO DOWN. I'M SURE YOU'LL PICK UP A FREELANCE PHOTO ASSIGNMENT BEFORE THE DAY IS THROUGH.

SURE, IF LANCE BANNON DOESN'T BEAT ME TO IT.

I WOULDN'T WORRY ABOUT HIM. HE USED TO BE YOUR MAIN COMPETITION--BUT HE HASN'T SHOWN HIS FACE IN WEEKS.

THAT MAN IS KILLING ME!

SOMETHING WRONG, MR. FALCONE?

JOE ROBERTSON IS IMPOSSIBLE! HE MADE ME CHANGE MY HEADLINE COPY THREE TIMES! *THREE TIMES!*

CAN'T HE MAKE UP HIS MIND?

SECONDS LATER...

WHERE DID FALCONE GO?

THE TYPE-SETTING DEPARTMENT!

GOOD, I JUST THOUGHT OF ANOTHER WAY TO IMPROVE THAT HEADLINE.

WHAT'S WITH ROBBY LATELY? HE SEEMS TO BE PUTTING HIMSELF--AND HIS PEOPLE--UNDER ONE HECK OF A STRAIN!

HE'S TAKING HIS NEW JOB AS *EDITOR IN CHIEF* VERY SERIOUSLY. I WISH PEOPLE WOULD UNDERSTAND THAT HE'S ONLY TRYING TO DO HIS BEST.

FOR ALL HIS FAULTS, MR. JAMESON IS ONE TOUGH ACT TO FOLLOW.

HEY, PARKER!

PHONE!

HELLO?

I THOUGHT I'D FIND YOU HERE.

KYLE BAKER B.G.

NATHAN--?!

LISTEN UP, BOY. I DON'T HAVE MUCH TIME. YOUR AUNT DOESN'T KNOW I'M CALLING.

I REALIZE THIS "COLLEGE THING" IS STRICTLY BETWEEN YOU AND HER--

--BUT YOU'RE BOTH ACTING LIKE STUBBORN FOOLS!

YOU TWO REALLY CARE ABOUT EACH OTHER. IT'S HIGH TIME YOU SETTLED THINGS.

MAY AND I ARE HAVING LUNCH RIGHT NOW AT GINO'S ON 72ND STREET...

I KNOW THE PLACE!

GINO'S

GINO'S

I CAN BE THERE IN THIRTY MINUTES! AND, NATHAN...

...THANKS!

OUR TABLE IS READY, DEAR.

WHO WERE YOU CALLING?

ER...I JUST WANTED TO KNOW THE CORRECT TIME. IT ISN'T AS LATE AS I THOUGHT.

THEY DON'T MAKE MANY LIKE NATHAN LUBENSKY, ANYMORE!

HEY, PARKER! COME HERE A MINUTE...

I WONDER WHAT WENDY THORTON WANTS WITH ME?

DIDN'T YOU TAKE PICTURES OF THAT STRANGE VAN THEY FISHED OUT OF THE HUDSON THIS MORNING?

YEAH. WHY?

SOMETHING JUST CAME IN ON THE POLICE BAND ABOUT IT.

IT NEVER REACHED THE POLICE IMPOUND YARD.

WHAT--?!

SEEMS LIKE IT JUST VANISHED. NO ONE KNOWS HOW.

I DON'T GET IT. THAT THING HAS BEEN RUSTING AT THE BOTTOM OF THE RIVER FOR WEEKS!

WHO COULD POSSIBLY HAVE ANY USE FOR IT NOW?!

WELL, PARKER, YOU'RE THE ONE WHO TOOK THE PICTURES.

WHAT DO YOU--

--THINK?

PARKER--?!

THAT VAN COULD LEAD ME STRAIGHT TO THE HOBGOBLIN--

--BUT NATHAN AND AUNT MAY ARE WAITING FOR ME!

THE NERVE OF THAT GUY!

I CAN'T LET AUNT MAY DOWN AGAIN--BUT THE HOBGOBLIN IS A RUTHLESS KILLER!

÷ HARRUPHH ÷ WONDER *WHERE* HE WENT--

"--AND *WHY*?!"

WHO DOES HE THINK HE IS, ANYWAY?

WHAT AM I GONNA DO? *WHAT*?!

SOMETIME LATER...

MOVE IT, BOYS. MOVE IT!

WE DON'T WANT TO FALL BEHIND SCHEDULE!

HOW'S IT GOING, AL?

SLOW.

I COULD SPEND A WEEK ON THIS COMPUTER CONSOLE ALONE!

JUST CONCENTRATE ON THE AUTO-GUIDANCE SYSTEM.

WHAT'S IN THERE, LOU?

I DUNNO. LOOKS LIKE SOME KIND OF RE-ENFORCED COMPARTMENT. BUT WHAT'S ITS PURPOSE?

MAYBE IT WAS SUPPOSED TO BE AN EMERGENCY ESCAPE HATCH!

HEY!

WH-WHO ARE YOU?

GIMME A BREAK, PAL! MAYBE I *AM* WEARING A NEW COSTUME--

--BUT THAT FRIENDLY NEIGHBORHOOD *SPIDER-SIGNAL* SHOULD HAVE BEEN INTRO ENOUGH!

LISTEN, GUYS, I'M REALLY PRESSED FOR TIME TODAY. WHY DON'T WE JUST BYPASS THE USUAL BANTER-- SO THAT YOU CAN TELL ME WHO'S PAYING YOU TO STRIP THE VAN!

IT'S A CINCH YOU EINSTEINS DIDN'T PLAN THIS HI-JACKING ON YOUR OWN!

BLAST HIM!

I WAS AFRAID YOU'D SAY SOMETHING LIKE THAT!

FWOK!

OH, WELL! I GUESS I COULD SPARE A FEW MINUTES FOR FUN AND GAMES--

FWAM!

--BUT ONLY BECAUSE YOU ASKED SO NICELY!

HI, CHUCKLES! YOU LOOK SO LONELY UP HERE!

=UFFF=

WHY DON'T WE JOIN YOUR FRIENDS BELOW?

THERE! ISN'T THAT BETTER?

PWOP!

UH-OH!

KA-VAM!

LOOKS LIKE A NEW PLAYER HAS DECIDED TO JOIN THE PARTY!

BUT MY *SPIDER-SENSE* WARNED ME IN PLENTY OF TIME TO AVOID HIS CALLING CARD!

HA! HA! HA!

NICE MOVE, SPIDER-MAN! BUT I EXPECTED NO LESS FROM SOME-ONE WITH YOUR AMAZING ABILITIES!

THAT FIGURE GLIDING THROUGH THE DUST! IT'S *HIM*! IT'S GOTTA BE HIM!

THE HOBGOBLIN!

HARDLY! YOU DISAPPOINT ME, WEB-SWINGER! OUR PREVIOUS ENCOUNTER* SHOULD HAVE LEFT YOU WITH A MORE LASTING IMPRESSION OF ME!

JACK O'LANTERN!

YOU--?!

*SPECTACULAR SPIDER MAN #56-- DANNY!

I DON'T GET IT! WHAT ARE YOU DOING HERE?

BLAM!

MY BUSINESS ISN'T YOUR CONCERN!

INCREDIBLE! HE'S EVEN FASTER THAN I REMEMBERED!

STRONGER, TOO!

THOSE BARRELS MUST WEIGH HUNDREDS OF POUNDS EACH!

WHAT'S YOUR CONNECTION WITH THE HOBGOBLIN? WHY ARE YOU INTERESTED IN THIS VAN?

TELL ME!

YOU HAVE MANY QUESTIONS, SPIDER-MAN--

--BUT I'M TAKING THE ANSWERS AWAY WITH ME!

MUST LEAD HIM AWAY FROM THE VAN-- SO THAT MY MEN CAN FINISH THEIR WORK!

WHAM!

LOOKS LIKE IT'S *FOLLOW THE LEADER* TIME AGAIN! IT'S REAL OBVIOUS THAT JACK'S JUST TRYING TO SEPARATE ME FROM THE VAN--

--BUT HE DOESN'T KNOW ABOUT THE TRACER I PLANTED ON IT!

HERE I COME-- *READY OR NOT!*

WHEW! THERE GOES ONE TOUGH DUDE!

HE'S THE BOSS'S PROBLEM NOW! WE'VE GOT OUR OWN WORRIES!

THERE'S NO TIME TO FINISH STRIPPING THE VAN HERE!

WE'LL HAVE TO TAKE IT WITH US!

MOVE THAT TRACTOR TRAILER INTO POSITION!

HEY! GET A LOAD OF THIS --!

THAT DASH-BOARD JUST LIT UP LIKE A VIDEO ARCADE!

IT'S THE AUTO-GUIDANCE SYSTEM! SOMETHING MUST HAVE ACTIVATED IT!

BUT THAT'S *IMPOSSIBLE--!*

*BUT THEN, SUDDENLY, UN-EXPECTEDLY, THE BATTLE WAGON **ROARS** INTO LIFE!*

WHAT THE--?!

VROOM!

LOOK OUT!

IT'S TAKING OFF BY ITSELF!

WE BARELY HAD TIME TO LEAP FROM THE CAB!

KWAM!

WH-WHERE DO YOU THINK IT'S HEADING?!

I DUNNO.

SOMEONE MUST BE DIRECTING IT BY REMOTE CONTROL-- BUT *WHO?!*

MEANWHILE...

HOW DOES HE DO IT? HE'S ACTUALLY KEEPING PACE WITH MY POGO PLATFORM!

DeFalco BALONEY

PARK

HOT

FINGEROTH STEAM HEAT

BOINGG!

DON'T SLOW UP ON MY ACCOUNT, JACKIE! I LOVE THE EXERCISE.

ONE WAY

THESE HIGH SPEED CHASES ARE SO INVIGORATING!

HOW ABOUT WE GO ONCE MORE AROUND THE CITY?!

HEY, JACK! YOU NEVER TOLD ME WHAT YOU THINK OF MY NIFTY NEW COSTUME. PRETTY SPIFFY, HUH?

ANY FOOL CAN CHANGE HIS CLOTHES, WEB-SWINGER!

OH, YEAH?

BLAMM!

I DON'T SEE YOU WEARING A DESIGNER PUMPKIN!

GEE, I HOPE YOU GOT A GOOD DEAL ON THOSE CONCUSSION GRENADES-- YOU SURE WASTE A LOT OF THEM!

GOOD LORD! I'VE NEVER SEEN SUCH AN INCREDIBLE DISPLAY OF SPEED AND AGILITY!

HE MUST POSSESS PHENOMENAL ENDURANCE!

UH-OH! HE'S GAINING ON ME!

BUT THEN...

OH, NO! LOOK AT THE TIME! I WAS SUPPOSED TO MEET NATHAN A HALF HOUR AGO!

WHAT CAN I DO?! I REALLY WANT TO PATCH THINGS BETWEEN ME AND MY AUNT MAY--BUT HOW CAN I LEAVE NOW--WHILE A MANIAC LIKE JACK O'LANTERN IS STILL FREE TO TERRORIZE THE CITY?!

EXPECTING SOMEONE--?

NO...OF COURSE NOT.

THEN, WHY DO YOU KEEP CHECKING YOUR WATCH?

DON'T LIE TO ME, NATHAN. YOU CALLED PETER, AND AND ARRANGED FOR HIM TO MEET US HERE--DIDN'T YOU?

WELL, I...

YES, I DID.

IT'S TIME YOU FACED HIM, MAY.

...BUT I WON'T KNOW WHAT TO SAY TO HIM.

PETER AND I USED TO BE VERY CLOSE--BUT HE'S CHANGED SO MUCH IN THE PAST FEW YEARS. I DON'T FEEL I KNOW HIM ANYMORE.

AREN'T YOU BEING A LITTLE UNFAIR, MAY?

THE PETER PARKER I USED TO KNOW WOULDN'T HAVE DROPPED OUT OF COLLEGE. HE WOULDN'T HAVE THROWN HIS FUTURE AWAY.

MAYBE I'M ONLY ACTING LIKE A FOOLISH, OLD WOMAN...

WE'VE BECOME STRANGERS, AND I DON'T THINK HE EVEN CARES...

HE HAD A SENSE OF RESPONSIBILITY!

MEANWHILE...

KER-ASH!

SPIDER-MAN IS JUST TOO FAST AND AGILE FOR ME! I'LL NEVER ESCAPE HIM IN THE OPEN CITY!

SO I'LL JUST LURE HIM INDOORS--WHERE THE ADVANTAGE WILL BE MINE!

THIS TOY STORE IS PERFECT!

YOU'LL FIND IT A LOT HARDER TO AVOID MY WRIST-BLASTERS IN HERE, WEB-SWINGER!

HEY KIDS! L

REALLY? YOU COULD HAVE FOOLED ME!

VIDEO GAMES DOLLS

BLAMM!

HEY!

BE CAREFUL WITH THOSE THINGS, JACK! YOU ALMOST ZAPPED THIS PINT-SIZED PEDESTRIAN!

GI JOE A REAL AMERICA

THE CIVILIANS ARE YOUR PROBLEM! MINE IS *ESCAPE!*

THAT WAS FUN. CAN WE DO IT AGAIN?

NOT RIGHT NOW, KID.

I SUGGEST YOU FIND YOUR MOTHER--AND TAKE YOUR BUSINESS ELSEWHERE. I'VE GOT A HUNCH THINGS ARE GOING TO START GETTING A LOT HAIRIER AROUND HERE!

JACK WASN'T KIDDING! HE DOESN'T CARE WHO GETS IN HIS WAY!

I REMEMBER HEARING SOMEWHERE THAT HE USED TO BE A PROFESSIONAL INTERNATIONAL TERRORIST. HE HASN'T MELLOWED WITH AGE!

I'VE GOT TO TAKE HIM OUT BEFORE HE HURTS SOMEBODY--!

THERE! I KNEW I COULD CUT OFF HIS ESCAPE ROUTE BY RICOCHETING OFF THAT WALL! AND *NOW--!*

WHA--?! WHERE DID YOU COME FROM?!

BWAM!

I'LL GIVE YOU A HINT, JACK--I DIDN'T COME FROM THE *CABBAGE PATCH!*

BWANGG!

SWELL! JACK'S FLAMING HEAD MUST HAVE SET OFF THE STORE'S AUTOMATIC SPRINKLER SYSTEM! NOW I CAN ADD PNEUMONIA TO MY OTHER PROBLEMS.

UH-OH...

...LOOK WHO'S STILL UP AND ABOUT!

MY SPECIAL HELMET EASILY CUSHIONED THAT LAST BLOW, SPIDER-MAN!

YOU SHOULDN'T HAVE PULLED YOUR PUNCH SO MUCH!

ARE YOU KIDDING?!

I WAS JUST TRYING TO STUN YOU-- NOT *PULVERIZE* YOU!

BESIDES, I HAVE A FEW OTHER TRICKS UP MY SLEEVE!

PWIP

DID YOU KNOW KNOW THAT MY WEBBING COULD STOP A SPEEDING *CUTLASS SUPREME* IN ITS TRACKS?

YOUR POGO PLATFORM IS STRICTLY *NO CONTEST!*

FWAM!

SKAK!

PLAYTIME'S OVER, JACK!

IT'S TIME YOU AND I HAD A SERIOUS CHAT!

TALK! WHAT'S YOUR CONNECTION WITH THE HOBGOBLIN?

WHY DID YOU TRY TO HIJACK HIS BATTLE WAGON?

THE ANSWERS TO THOSE QUESTIONS WILL STARTLE YOU, WALL-CRAWLER!

HOWEVER, I CHOOSE NOT TO REVEAL THEM-- NOW!

OH, NO!

BZITT!

BLA-OOM!

EYII!

WHAT A JERK I AM!

MY SPIDER-SENSE WARNED ME THAT JACK WAS UP TO SOMETHING--

-- BUT I JUST ASSUMED HE'D TRY TO ATTACK ME AGAIN!

IT NEVER OCCURRED TO ME THAT HE'D AIM FOR THOSE ELECTRICAL CABLES INSTEAD!

GOT TO MOVE FAST! THOSE ARE LIVE WIRES, AND THAT WOMAN IS STANDING IN A PUDDLE OF WATER--!

YOU'RE SO PREDICTABLE, SPIDER-MAN!

I KNEW YOU'D RELEASE ME IF OTHERS WERE ENDANGERED!

FAREWELL FOR NOW, WEB-SPINNER!

I'LL GIVE YOUR REGARDS TO THE HOBGOBLIN!

JACK O'LANTERN, HIMSELF, IS SOON GONE-- BUT HIS WORDS CONTINUE TO LINGER IN THE AIR...

WERE THEY MERELY A PARTING TAUNT--

--OR DID THEY SIGNIFY MUCH, MUCH MORE?!

LATER...

JACK O'LANTERN MIGHT HAVE GOTTEN AWAY-- BUT THE DAY WASN'T A TOTAL LOSS!

GINO'S

I STILL HAVE A CHANCE OF RECOVERING THE HOBGOBLIN'S BATTLE WAGON--*IF* NOBODY FINDS THE TRACER I PLANTED ON IT!

BUT I CAN'T WORRY ABOUT THAT NOW!

I RUSHED ALL THE WAY UPTOWN--ON THE OFF-CHANCE THAT AUNT MAY AND NATHAN WERE STILL HERE, BUT NO--

GIN

--LUCK?!

SO! YOU FINALLY GOT HERE, DID YOU? WELL, YOU'RE TOO LATE!

YOUR AUNT LEFT OVER AN HOUR AGO-- *IN TEARS!*

I STAYED BEHIND TO GIVE YOU A PIECE OF MY MIND!

NATHAN, I'M SORRY BUT--

BUT *WHAT*--?! NOTHING COULD JUSTIFY YOUR THOUGHTLESSNESS! YOU DIDN'T EVEN TRY TO CALL!

YOUR AUNT REALLY LOVES YOU, BOY--AND SHE'S WORRIED ABOUT YOUR FUTURE--BUT, AFTER TODAY, SHE'S CONVINCED THAT YOU DON'T CARE A FIG ABOUT HER!

I USED TO THINK YOU REALLY CARED ABOUT YOUR AUNT, PETER. MAYBE I WAS WRONG...

MAYBE I NEVER KNEW THE REAL YOU, AFTER ALL.

THE END... FOR NOW!

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the AMAZING SPIDER-MAN®

EVEN A GHOST...

...CAN FEAR THE NIGHT!

RF
JR

STAN LEE PRESENTS:

"EVEN A GHOST CAN FEAR THE NIGHT!"

STARRING THE AMAZING SPIDER-MAN!

SILENT AS A LIVING SHADOW, HE SWINGS THROUGH THE NIGHT.

THE BALCONY BECKONS IN THE MOONLIGHT, AND HE KNOWS THAT HIS MISSION NEARS COMPLETION.

SOON, HE WILL BE RICH...

...RICH BEYOND ALL DREAMS OF AVARICE!

TOM DeFALCO -- *WRITER*
RON FRENZ -- *PENCILER*
JOSEF RUBINSTEIN -- *INKER*
JOE ROSEN -- *LETTERER*
GLYNIS WEIN -- *COLORIST*
DANNY FINGEROTH -- *EDITOR*
JIM SHOOTER -- *EDITOR IN CHIEF*

FEARING DETECTION, HE DARES NOT SET FOOT UPON THE BALCONY ITSELF

INSTEAD, MOVING WITH THE EFFORTLESS GRACE OF A TRAINED ATHLETE, HE LEAPS TO THE WALL--

--AND ADHERES TO IT!

AND THEN, HE QUICKLY REMOVES A HIGHLY SPECIALIZED ELECTRONIC DEVICE FROM HIS SKINTIGHT COSTUME.

WITHIN SECONDS, HE CORRECTLY IDENTIFIES THE SECURITY SYSTEM WHICH PROTECTS THIS APARTMENT--

--AND NEUTRALIZES IT!

BI-ZAT!

A CUSTOM-DESIGNED GLASS CUTTER IS EMPLOYED TO GAIN ENTRANCE.

AND THEN...

BEAUTIFUL!

THIS APARTMENT IS SIMPLY BEAUTIFUL!

I'M SO GLAD I CHOSE IT FOR MY FINAL JOB.

LOOTING IT WILL BE A PLEASURE!

A FITTING CLIMAX TO THE ILLUSTRIOUS CAREER OF--

-- THE *BLACK FOX*, MASTER BURGLAR!

I WON'T BE TOO GREEDY.

I'LL JUST TAKE ENOUGH TO PROPERLY SUBSIDIZE MY RETIRE-MENT.

A PITY I HAVE SUCH EXTRAVAGANT TASTES.

WHAT AN EXQUISITE VASE! THAT'S WORTH A MONTH ON THE RIVIERA--AT THE VERY LEAST!

I'LL JUST...

YEOW!

IT'S *MOVING*-- AS IF IT WERE ALIVE!

GROWL!

IT...IT'S *CHANGED*-- INTO SOME SORT OF MONSTROUS APE!

I DON'T KNOW WHAT I'VE ACCIDENTALLY STUMBLED ONTO--BUT I'VE HAD ENOUGH!

THIS FLASH GRENADE SHOULD BUY ME SUFFICIENT TIME TO ESCAPE!

OH, *NO!* A SECOND MONKEY--!

IT'S RAISING ITS ARMS! POINTING AT ME--!

=*UFFF*= I'M BEING PROPELLED BACKWARDS-- BY SOME KIND OF INVISIBLE FORCE!

RIGHT INTO THE ARMS OF A... GORILLA?!

3

EXCELLENT, MY PETS! I SEE THAT YOU HAVE FINALLY SUB-DUED OUR MOST UNWILLING GUEST!

NO! *NO!* THIS CAN'T BE HAPPENING!

I MUST BE GOING *MAD!*

FEAR CLAWS WILDLY AT THE FOX'S THROAT, AND HE BEGINS TO SCREAM!

SCREAM!

SCREAM!

MEANWHILE, ACROSS TOWN, AT 410 CHELSEA STREET...

≠WHEW≠ WHAT A WEEK!

I STILL CAN'T BELIEVE I SPENT THE LAST FEW DAYS DIMENSION-HOPPING WITH *CAPTAIN MARVEL* AND *STARFOX!**

THAT'S THE SECOND TIME I'VE BEEN AWAY FROM THE EARTH IN THE PAST MONTH!

*SEE *MARVEL TEAM-UP* #142-143--DANNY.

THOSE OTHER GUYS MAY LIKE TRAVELING AROUND THE GALAXY--BUT I'M STRICTLY A FRIENDLY *NEIGHBOR-HOOD* SUPER HERO.

≠YAWN≠ A TIRED ONE AT THAT!

I'D BE IN THE SACK RIGHT NOW--IF I WASN'T RUNNING LOW ON *BVDs*.

MY NEW COSTUME NEEDED A GOOD CLEANING, TOO.

IT MAY BE COMPOSED OF A SPECIAL ALIEN MATERIAL WHICH CAN REPEL DIRT MOLECULES--

--BUT IT WAS STARTING TO FEEL A LITTLE GAMEY, ANYWAY!

I HAVE SO MUCH TO LEARN ABOUT THIS COSTUME.

IT HAS SOME PRETTY WEIRD PROPERTIES.

BUT I SHOULDN'T BE TOO SURPRISED ABOUT THAT...

...AFTER ALL, I DID PICK IT UP ON A STRANGE PLANET AT THE OTHER END OF THE UNIVERSE!*

*HHM! WHAT'S TO EAT--?!

*IN THE *MARVEL SUPER HEROES SECRET WARS* LIMITED SERIES-- DANNY.

LOOKS LIKE I'VE GOT THE FIXINGS FOR A MAJOR LEAGUE SANDWICH.

SALAMI, PROVOLONE, PICKLES, HOT PEPPERS, AND --

--BREAD?!

YEECH! THE GREEN SLIME HAS STRUCK AGAIN!

SCRATCH THAT IDEA!

MOMENTS LATER...

I'M GOING TO CALL IT A NIGHT...

I SHOULD REALLY BE OUT LOOKING FOR THE HOBGOBLIN'S MISSING BATTLE WAGON--OR TRYING TO FIND OUT EXACTLY WHY *JACK O'LANTERN* TRIED TO HIJACK IT THE OTHER DAY*--

*SEE LAST ISSUE--D.

--BUT I'M REALLY TAPPED OUT! BESIDES, I PLANTED ONE OF MY TRACERS ON THE WAGON --SO I SHOULDN'T HAVE ANY PROBLEM FINDING IT IN THE MORNING.

YAWN

SLEEP COMES QUICKLY TO THE EXHAUSTED ADVENTURER...

AND THEN, UNEXPECTEDLY, HIS COSTUME BEGINS TO STIR...

SERPENTLIKE, IT SLITHERS ALONG THE COLD FLOOR--

--MOVING CLOSER--

--EVER CLOSER--

--TO ITS UNSUSPECTING TARGET!

ELSEWHERE...

I AM GLAD TO SEE THAT YOU HAVE FINALLY GOTTEN YOURSELF UNDER CONTROL

HERE. PERHAPS THIS WILL HELP CALM YOU.

I STILL DON'T UNDERSTAND--!

WHO ARE YOU?!

MY REAL NAME IS NONE OF YOUR CONCERN. BESIDES, IN THIS COUNTRY MY COMPANIONS AND I ARE BETTER KNOWN AS--

--THE *RED GHOST* AND HIS *SUPER-APES!*

OH, *NO!* HE'S ONE OF THOSE SUPER CRIMINALS ONE READS ABOUT! HE'S FOUGHT PEOPLE LIKE THE *FANTASTIC FOUR* AND *IRON MAN!*

THE BRANDY IS GOOD, YES?

MINUTES LATER...

COME, NOW THAT YOU'VE HAD A CHANCE TO RELAX, I'D LIKE TO SHOW YOU MY HOME. I'M QUITE PROUD OF IT.

HOWEVER, I MUST WARN YOU THAT MY PETS WOULDN'T LOOK KINDLY ON ANY ATTEMPT TO ESCAPE...

...ESPECIALLY SINCE THEY WAITED SO LONG FOR YOUR ARRIVAL.

WHAT?! YOU ALMOST SOUND LIKE YOU WERE EXPECTING ME...

OF COURSE WE WERE. A PROFESSIONAL THIEF DOESN'T ROB APARTMENTS AT RANDOM. SOMEONE RECOMMENDED THIS PLACE TO YOU. SOMEONE IN MY EMPLOY.

SO! I WAS SET UP!

YOU ARE HERE... BECAUSE I HAVE NEED OF SOMEONE WITH YOUR PARTICULAR TALENTS.

WITHOUT ANOTHER WORD, THE RED GHOST LEADS HIS STUNNED PRISONER INTO A HIGHLY SOPHISTICATED LABORATORY...

BEHOLD THE *COSMICIZER!*

ONCE THAT MACHINE IS COMPLETED, IT WILL INCREASE MY COSMIC-RAY INDUCED POWERS A THOUSAND-FOLD!

HOWEVER, THE COST OF CONSTRUCTING THE COSMICIZER IS PUTTING AN INCREDIBLE STRAIN ON MY RESOURCES.

FOR MONTHS, I HAVE SECRETLY LIVED HERE--SUPPORTED BY THE PROCEEDS GAINED FROM PAST CRIMINAL ACTIVITIES--BUT NOW, MY FUNDS ARE STARTING TO RUN LOW...

THAT'S WHY I NEED YOU!

ARE YOU SERIOUS?

YOU CAN WALK THROUGH WALLS! YOU CAN GO ANYWHERE--STEAL ANYTHING!

NO! I CAN'T LEAVE THIS APARTMENT! SUCH AN ACT WOULD BE AKIN TO SUICIDE!

DON'T YOU UNDERSTAND? MY ENEMIES ARE OUTSIDE--WAITING FOR ME TO REVEAL MYSELF--AND I DARE NOT FACE THEM UNTIL THE COSMICIZER IS COMPLETED!

MY PRESENCE IN THIS CITY IS A SECRET, AND MUST REMAIN SO!

I SHALL REMAIN HERE, WHERE IT IS SAFE, WHILE YOU SECURE THE FUNDS I NEED!

MY APES WILL ACCOMPANY YOU TO SEE THAT YOU DON'T BETRAY ME!

THIS IS CRAZY! *INSANE!*

THAT MAY WELL BE TRUE.

BUT YOU WILL DO WHAT I ASK...

...OR YOU WILL DIE!

THE NEXT DAY...

BWAM! BWAM! BWAM!

BWAM! BWAM! BWAM!

MLPHX

OPEN UP, PARKER! I KNOW YOU'RE IN THERE!

HUHH--?!

BWAM! BWAM!

WHO CAN THAT BE-- AT THIS HOUR?!

MUST BE AROUND MIDNIGHT! I COULDN'T HAVE BEEN ASLEEP FOR MORE THAN AN HOUR OR TWO!

ALL RIGHT! I'M COMING... I'M COMING...

MRS. MUGGINS! WHAT ARE YOU DOING UP SO LATE?

"LATE"?! THE ONLY THING LATE AROUND HERE IS YOUR RENT!

IT'S ONLY SEVEN O'CLOCK AT NIGHT! WHAT WERE YOU DOING IN BED? YOU SHOULD BE OUT MAKING MONEY!

SEVEN O'CLOCK?!

GOOD GOSH! I MUST HAVE SLEPT THROUGH THE ENTIRE DAY!

WHAT ABOUT MY RENT?

DON'T WORRY! I JUST GOT A BIG CHECK FROM THE DAILY BUGLE*--I'LL PAY YOU AS SOON AS IT CLEARS!

I'VE HEARD THAT SAD SONG BEFORE! I'LL BE BACK!

*SEE SPECTACULAR SPIDER-MAN #92--DANNY.

SHORTLY...

FINALLY GOT RID OF HER!

STILL CAN'T BELIEVE I WASTED THE ENTIRE DAY IN BED!

I WAS REALLY HOPING I COULD DROP IN ON MY AUNT MAY TODAY-- BUT I GUESS IT'S A LITTLE TOO LATE FOR THAT NOW.

I KNOW IT'S FUTILE, BUT I'M GOING TO TRY CALLING HER--

--EVEN THOUGH SHE'S REFUSED TO SPEAK WITH ME EVER SINCE I TOLD HER THAT I HAD DROPPED OUT OF GRADUATE SCHOOL!

HELLO? NATHAN?

PETER? I'M SURPRISED YOU'D HAVE THE GUTS TO CALL HERE!

DON'T TELL ME YOU WANT TO TRY TO PATCH THINGS UP WITH YOUR AUNT AGAIN!

YOU HAD YOUR CHANCE THE OTHER DAY--

--AND YOU BLEW IT!

NATHAN, WAIT! LET ME EXPLAIN! PLEASE *DON'T*--!

KLICK!

EVEN NATHAN LUBENSKY IS MAD AT ME!

WELL, I CAN'T BLAME HIM...

HE HAD ARRANGED FOR ME TO MEET AUNT MAY AT A RESTAURANT--

--BUT I NEVER SHOWED UP BECAUSE I WAS NEEDED ELSEWHERE AS SPIDER-MAN!*

*SEE LAST ISSUE FOR DETAILS-- DANNY.

IF ONLY I COULD HAVE BEEN THERE, I JUST KNOW AUNT MAY AND I COULD HAVE WORKED OUT OUR PROBLEMS!

AW, WHAT'S THE USE?

SOMETIMES I FEEL LIKE MY LIFE IS COMPLETELY OUT OF MY CONTROL!

MOMENTS LATER...

AHH! NOW, *THAT'S* BETTER!

NOTHING LIKE A LITTLE WEB-SLINGING TO CHASE THE BLUES AWAY--!

BESIDES, I ALWAYS SEEM TO THINK CLEARER UP HERE!

MAYBE I'M A LITTLE WEIRD OR SOMETHING, BUT I REALLY GET OFF ON THIS--!

=YAWN= JUST WISH I COULD FULLY WAKE UP!

YOU'D THINK A GUY WHO HAD AS MUCH SLEEP AS I DID WOULD BE RARING TO GO--

--BUT I DON'T FEEL RESTED AT ALL! WISH I KNEW WHY!

WITH SPECTACULAR TWENTY-FIVE FOOT LEAPS, SPIDER-MAN SPRINGS FROM ROOFTOP TO ROOFTOP...

WONDER WHAT THE BLACK CAT IS DOING TONIGHT?

HAVE TO REMEMBER TO TELL HER THAT JOE ROBERTSON REALLY LIKED THOSE PICTURES SHE TOOK OF ME FIGHTING THE BLOB!*

IT'S A SHAME I COULDN'T TELL JOE WHO REALLY TOOK THEM--

--BUT I COULDN'T LET THE EDITOR IN CHIEF OF THE DAILY BUGLE KNOW THERE WAS A CONNECTION BETWEEN PETER PARKER AND SPIDER-MAN'S GIRLFRIEND!

I'VE LIMBERED UP ENOUGH!

IT'S TIME I GOT DOWN TO SERIOUS BUSINESS--

--AND STARTED LOOKING FOR JACK O'LANTERN AND THE HOBGOBLIN'S BATTLE WAGON!

* SEE SPECTACULAR SPIDER-MAN #91--DANNY.

JUST THEN, A MERE FIFTEEN BLOCKS AWAY...

THIS CAN'T BE HAPPENING TO ME!

LAST NIGHT WAS SUPPOSED TO BE MY FINAL JOB! I'D PLANNED TO RETIRE! WHAT WENT WRONG?

MUST REMAIN CALM! CAN'T PANIC! THE APES WILL TEAR ME APART IF THINGS DON'T RUN SMOOTHLY!

STILL DON'T UNDERSTAND WHY THE GHOST NEEDS SOMEONE LIKE ME TO LEAD THEM--

--UNLESS HIS FEAR OF THE OUTDOORS IS GREATER THAN HE LET ON!

SURE! I'LL BET HE'S AGORAPHOBIC! THAT WOULD EXPLAIN WHY HE NEVER LEAVES HIS APARTMENT!

Estelle JEWELRY

THERE'S THE JEWELRY STORE HE ORDERED US TO ROB.

I KNOW THAT ONE OF YOU IS A SHAPE-CHANGER-- BUT WHICH ONE?

GRRRR!

ER... RIGHT.

LISTEN CLOSELY! WE'VE GOT TO GET DOWN TO THE STREET --

"--AND I WANT YOU TO TAKE US!"

WHAT A RIDE! MY STOMACH MAY NEVER RECOVER FROM IT!

STAY BACK! IT'LL JUST TAKE ME A MOMENT TO PICK THESE LOCKS, AND--

HEY!

DON'T--!

SKRUTCH!

OH, NO!

EEEEEE

YOU IDIOT!

YOU MUST HAVE SET OFF EVERY ALARM IN THE NEIGHBORHOOD!

WE'VE GOT TO GET OUT OF HERE!

KER-RASH!

IT'S NO USE! THE GHOST HAS TRAINED THEM TOO WELL!

THEY WON'T LEAVE UNTIL THEY'VE COMPLETED THEIR MISSION!

ALL RIGHT! ALL RIGHT! WE'LL LOOT THE STORE ...AND THEN GO!

WELL, WHAT ARE YOU ALL WAITING FOR?!

THE SAFE! OPEN IT-- NOW!

RIPP!

HURRY! EMPTY THOSE BOXES! WE CAN SEPARATE THE QUALITY MERCHANDISE FROM THE GARBAGE LATER!

NO WONDER THE GHOST NEEDED A HUMAN AGENT!

THE APES ARE HIGHLY INTELLIGENT, AND THEY RESPOND WELL TO ORDERS -- BUT THEY CAN'T THINK FOR THEMSELVES!

WEEEEE

THE POLICE!

PEOTOR--! YOU'VE GOT TO KEEP THEM AWAY FROM US!

/NSTANTLY, THE LARGE ORANGUTAN LUMBERS FORWARD...

POLICE

YEARS AGO, WHEN HE WAS EXPOSED TO THE COSMIC RAYS WHICH GAVE THE GHOST AND ALL OF THE SUPER APES THEIR POWERS, HE GAINED THE ABILITY TO MAGNETICALLY POLARIZE HIMSELF--

--TO ATTRACT OBJECTS, OR--

MMMMM

--TO REPEL THEM!

KAR-A-SH!

NO, PEOTOR! NO! THAT'S ENOUGH--!

DON'T HURT THEM ANYMORE! I WANTED THEM STOPPED-- NOT KILLED!

THOSE POOR MEN ARE SHAKEN-- BUT THEY DON'T APPEAR TO BE SERIOUSLY INJURED!

UNNN

OFFF

THANK GOODNESS! I DON'T MIND STEALING FOR THE RED GHOST-- BUT I'VE NEVER BEEN A PARTY TO MURDER--AND I DON'T INTEND TO START NOW!

GOT TO GET AWAY FROM THESE MONSTERS!

NOW'S MY CHANCE --WHILE THEY'RE STILL DISTRACTED BY THOSE POLICEMEN!

THE RED GHOST DISARMED ME-- BUT HE NEVER REALIZED THAT I HAD OTHER FLASH GRENADES HIDDEN WITHIN MY COSTUME!

CAUGHT THEM BY SURPRISE!

WITH LUCK, I'LL BE LONG GONE BEFORE THEIR VISION CLEARS!

THEN, THEY'LL BE SO DISORIENTED THAT THEY'LL HAVE TO RETURN TO THE RED GHOST FOR NEW INSTRUCTIONS...

..I HOPE!

MEANWHILE, NOT FAR AWAY...

HA-CHA!

MY TRUSTY OLD SPIDER-SENSE HAS FINALLY ZEROED IN ON THAT TRACER I PLANTED ON THE HOBGOBLIN'S BATTLE WAGON!

BUT THEN, EVEN BEFORE SPIDER-MAN CAN BEGIN HIS PURSUIT...

WEEEE

WELL, WELL ...WHAT HAVE WE HERE--?

SPEEDING POLICE CARS-- AND THEY LOOK LIKE THEY'RE ON TO SOMETHING BIG!

I'D BETTER FOLLOW--

--AND HOPE I CAN PICK UP THE HOBGOBLIN'S VAN LATER!

BESIDES, THIS MIGHT BE A GOOD CHANCE TO SHOOT SOME MORE ACTION PIX FOR JOE ROBERTSON!

AND, AT THAT VERY MOMENT...

M-MY CHEST FEELS LIKE IT'S BURSTING... BUT I CAN'T SLOW DOWN...CAN'T STOP!

H-HAVE TO PUT EVEN MORE DISTANCE BETWEEN ME AND THOSE CRAZY ANIMALS!

TH-THEY'LL KILL ME IF THEY GET THE CHANCE!

I'VE BEEN A PROFESSIONAL CRIMINAL MOST OF MY LIFE...BUT I'VE NEVER KNOWN SUCH FEAR... SUCH ABSOLUTE TERROR!

I DON'T KNOW IF I'LL EVER FEEL SAFE AGAIN!

GRRR!

OH, NO--!

SNARLL!
KEEP BACK!
DON'T HURT ME! PLEASE--!
HELPPP!
I'D SAVE MY BREATH IF I WERE YOU, BUNKY!
THESE APES AREN'T KNOWN FOR THEIR MERCY!
BWAP!
FWAM!
THEIR BODY ODOR-- YES!
WELL, HEL-LO DERE, LITTLE FELLA!
DO YOU WANT TO DANCE?
NO--? WELL, IF YOU'RE GONNA BE A WALL-FLOWER--
--THEN JUST SIT OVER HERE!
FWOK!
THOUGH HIS APPEARANCE DIFFERS FROM THE FIRST TIME THEY MET,* THE APES INSTINCTIVELY RECOGNIZE SPIDER-MAN.
AND SO, THEY QUICKLY REGROUP--
*IN AMAZING SPIDER-MAN #223--DANNY.
--AND RETREAT!
YUP! JUST WHAT I NEEDED TO COMPLETE MY EVENING--
--THE RED GHOST'S SUPER-APES.
YOU SEEM HEALTHY ENOUGH, MISTER, SO IT'S TIME TO PLAY THE ANSWER MAN!
WHO ARE YOU?
AND, WHY WERE THOSE HYPER-ACTIVE CHEETAHS SO ANXIOUS TO DOUSE YOUR LIGHTS?
16

I'M AFRAID I CAN'T REVEAL THAT INFORMATION--

--WITHOUT INCRIMINATING MYSELF! TA-*TA*, MY GOOD FELLOW!

HEY--!

I WASN'T FINISHED WITH YOU!

BOUNDING FORWARD, SPIDER-MAN LEAPS PAST THE FLEEING BURGLAR, ATTACHING HIMSELF TO A NEARBY LEDGE...

WHAT THE--?!

GIVE IT UP, FELLA!

THERE'S NO ESCAPE FROM ME!

NOW, WILL YOU TALK--

--OR *WON'T* YOU?

THE BLACK FOX CHOOSES TO TALK.

AND, MINUTES LATER...

THAT'S ALL I KNOW! *EVERYTHING!* I...

...SWEAR?!

HE'S... GONE!

WAIT! *THERE--!* SPARKLING IN THE MOONLIGHT!

THE JEWELS! THOSE STUPID APES MUST HAVE LEFT THEM BEHIND!

NOW I CAN RETIRE IN *STYLE!*

BUT, FIRST... THERE'S SOME UNFINISHED BUSINESS TO TAKE CARE OF...

MEANWHILE...

FLAP! FLAP! FLAP!

MY PETS--!

WHERE IS THE MAN I SENT WITH YOU?

WHAT HAPPENED TO HIM?

YOU WERE UNDER STRICT ORDERS TO RETURN WITH HIM--OR HIS BODY!

WHERE IS HE?!

YOU FAILED ME, DIDN'T YOU? *DIDN'T YOU--?!*

DON'T BLAME *THEM*, GHOSTY! THEY WERE SIMPLY OUT-CLASSED BY THAT LITTLE OLD WEB-SPINNER... *ME!*

I WEBBED MY AUTOMATIC CAMERA OUTSIDE! I JUST HOPE IT'S PROPERLY POSITIONED TO RECORD ALL OF THIS ACTION!

HOW DARE YOU INVADE MY HOUSE--MY SANCTUARY?!

JUST CALL ME *MR. PUSHY!*

KILL HIM!

SHEESH! IS THAT ANY WAY TO TREAT COMPANY?

TSK! TSK! MUSTN'T GET OVER-EAGER, HAIRY!

SEE WHAT HAPPENS WHEN YOU DON'T LISTEN TO ME!

YOU'VE ONLY GOT YOURSELF TO BLAME FOR THAT BAD HEADACHE YOU'RE GONNA HAVE IN THE MORNING!

PWIP!

KA-RASH!

WHOOPS! I FORGOT ABOUT MAGNET, MONKEY!

HERE! YOUR PAL IS MUCH MORE *ATTRACTIVE* THAN I AM, ANYWAY!

BWAK!

ENOUGH! YOU MUST BE DESTROYED!

I WON'T LET YOU REVEAL MY PRESENCE TO THE AUTHORITIES!

AND HOW ARE YOU GONNA STOP ME, LAUGHING-BOY?

I HAVE MY WAYS!

Y'KNOW SOMETHING, GHOSTY? I REALLY HATE IT WHEN YOU PULL THIS STUNT ON ME!

IT IS NO MERE STUNT! FOR BY SO DOING--

--I HAVE DISTRACTED YOU LONG ENOUGH FOR IGOR TO MAKE HIS MOVE--

--AND STRANGLE THE LIFE FROM YOU!

BUT THEN, REFUSING TO ACCEPT DEFEAT, SPIDER-MAN STRAINS AGAINST THE SLITHERING MONSTER WITH ALL THE POWER OF HIS SUPERBLY MUSCLED BODY, UNTIL--

ARRGH!

THIS SIDESHOW STOOGE MAY IMPRESS THE RUBES--

--BUT HE'S NO MATCH FOR A GUY WITH THE PROPORTIONATE STRENGTH OF A SPIDER!

NOW THAT THAT'S SETTLED, I'D LIKE A TOUR OF THE PLACE!

WHERE'S THE LITTLE SPIDER'S ROOM?

STOP HIM!

WISH I WAS HALF AS CONFIDENT AS I SOUND--

--THESE GUYS ARE TOUGH!

WHEN IT COMES TO RAW POWER, THEY'RE IN A LEAGUE WITH THE *FANTASTIC FOUR!*

AH! FROM THE FOX'S DESCRIPTION, THAT'S WHAT I'VE BEEN LOOKING FOR--*THE COSMICIZER!*

I'VE GOTTA DESTROY IT BEFORE THE GHOST CAN USE IT TO INCREASE HIS POWERS!

UH-OH! HERE COMES THE GORILLA AGAIN!

HE'S SUPPOSED TO BE THE STRONG ONE OF THE GROUP!

MAYBE I CAN USE THAT TO MY ADVANTAGE!

GRRR!

"GRRR"?! YOU'LL NEED BETTER ONE-LINERS THAN THAT--

--TO BE INVITED TO THE SPIDER-MAN CELEBRITY ROAST!

BWAM!

KA-VWOOM!

GOOD SHOT, BONZO!

I THOUGHT I COULD TRICK YOU INTO DEMOLISHING YOUR BOSS'S BABY!

NOOO!

MONTHS OF LABOR--*GONE* IN AN INSTANT!

SUDDENLY, A LOUD HAMMERING ERUPTS AT THE APARTMENT'S FRONT DOOR, AND THEN --

OPEN UP! THIS IS THE POLICE!

LOOK--! THE PHONE TIP WAS RIGHT! IT'S HIM-- THE RED GHOST!

SO! IT APPEARS THAT THE FOX HAS DARED TO BETRAY ME YET AGAIN!

PEOTOR--!

MMMMMMMM

THE MASSIVE ORANGUTAN IMMEDIATELY RESPONDS TO HIS MASTER'S UNSPOKEN COMMAND--

--IN A MOST SPEC-TACULAR FASHION!

YEOW!

WH-WHAT'S HAPPENING TO US?

GO, MY FRIENDS! THE AUTHORITIES MUSTN'T CAPTURE YOU!

ATTEND TO THE WALL, MIKLHO! WE WILL RENDEZ-VOUS LATER!

FWAM!

THIS IS IS ALL YOUR FAULT, SPIDER-MAN!

I HOLD *YOU* RESPONSIBLE!

YOU HAVE DESTROYED THE COSMI-CIZER AND DRIVEN ME FROM MY HOME!

YOU HAVE DENIED ME THE PEACE AND SECURITY THAT I SO DESPERATELY SEEK!

YOU SHALL PAY!

THE RED GHOST NEVER FORGETS HIS ENEMIES! *NEVER!*

WHY ME?

I STARTED THIS NIGHT LOOK-ING FOR A STOLEN BATTLE VAN--AND LOOK WHAT HAPPENS! *SHEESH!*

WHAT ELSE COULD GO WRONG?

ELSEWHERE, AT THAT PRECISE MOMENT...

HA!HA!HA!

...COLD LAUGHTER DRIFTS OUTWARD FROM A DOCKSIDE WAREHOUSE...

WHILE INSIDE...

WHERE IS THAT WEB-SLINGING FOOL?

I SUPPOSE I'LL JUST HAVE TO SET MY TRAP AT ANOTHER TIME, ANOTHER PLACE...

IT DOESN'T REALLY MATTER, THOUGH.

WHEN NEXT WE MEET--

KRUNCH!

--SPIDER-MAN WILL SURELY DIE!

I'M VERY DISAPPOINTED IN HIM. HE SHOULD HAVE BEEN HERE LONG BEFORE NOW.

A PITY I MUST NOW PRESS ON TO OTHER MATTERS.

NEXT ISSUE!

THE BLACK CAT! MARY JANE WATSON! THE RETURN OF THE ROSE! AND, A DEADLY **NEW** SUPER VILLAIN ARRIVES ON THE SCENE! DON'T MISS...

"BEWARE THE PUMA!"

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the AMAZING SPIDER-MAN

INJURED...

HELPLESS...

...AND STALKED BY PUMA!

RF/JR

SPIDER-MAN

"INTRODUCING... PUMA!"

Stan Lee PRESENTS:
TOM DeFALCO-- *WRITER*
RON FRENZ-- *PENCILER*
JOSEF RUBINSTEIN--*INKER*
JOE ROSEN -- *LETTERER*
CHRISTIE SCHEELE-- *COLORS*
DANNY FINGEROTH--*EDITOR*
JIM SHOOTER-- *EDITOR IN CHIEF*

HI THERE! I HATE TO BE THE ONE TO BUST UP THIS COZY LITTLE GET-TOGETHER--

--BUT IT'S TIME SOMEBODY REMINDED YOU BOZOS THAT IT'S AGAINST THE LAW TO RECEIVE STOLEN GOODS IN THIS TOWN!

SPIDER-MAN!

OH, NO! IT'S ONLY MY FIRST NIGHT ON THE JOB!

I NEVER EXPECTED TO RUN ACROSS ANYONE LIKE HIM--!

FEAR FLOODS YOUNG FRANKIE SILVERA...

FRANKIE'S AMBITION HAS ALWAYS BEEN TO BECOME A MAN OF RESPECT! A MAN OF PROPERTY!

FWAM!

KWAK!

HE SAW CRIME AS AN EASY WAY TO ATTAIN THOSE GOALS...

...UNTIL NOW!

HE'S SO FAST! SO AGILE--! NOBODY CAN MOVE LIKE THAT!

KEEP BACK! I'M WARNING YOU--!

BLAMM!

HEY! YOU'RE NOT A BAD SHOT--

--BUT, YOU'LL HAVE TO GET A LOT BETTER IF YOU EXPECT TO PLAY IN THE BIG LEAGUES!

PWAP!

ALL RIGHT, WHO WANTS TO BE NEXT ON THE *HIT* PARADE?

UH-OH! THEY'RE CLOSING IN ON ME!

GOTTA CATAPULT MYSELF FORWARD--!

GEE, THAT BOX LOOKS AWFUL HEAVY!

MAYBE YOU AND YOUR BUDDY SHOULD RELAX FOR AN HOUR OR SO!

MEANWHILE, I'LL KEEP THESE GUYS COMPANY!

SWAK!

SWOK!

SWUNK!

YOU BOYS HAD A SWEET OPERATION HERE! YOU'D BUY STOLEN GOODS FROM THE LOCAL THIEVES--

--AND SHIP THEM TO THIS CENTRAL WAREHOUSE!

REAL PRO-FESSIONAL! WHAT DID YOU CALL YOURSELVES --*FENCES 'R' US?!*

MEANWHILE, IN THE RAFTERS...

KLIK! WHRR!

HER REAL NAME IS FELICIA HARDY. HOWEVER, SHE PREFERS TO BE KNOWN AS...THE BLACK CAT!

POSSESSING THE SPEED, GRACE AND AGILITY OF HER COLORFUL NAMESAKE, SHE IS THE TRUE LOVE AND SOMETIME PARTNER OF THE EVER-SPECTACULAR SPIDER-MAN...

RECENTLY,* THANKS TO THE KINGPIN OF CRIME, SHE GAINED ADDITIONAL POWER, POWER SHE DOES NOT YET UNDERSTAND OR CONTROL--

KLIK! WHRR!

--WHICH ALTERS PROBABILITY TO CAUSE **BAD LUCK** TO STRIKE ANYONE WHO ATTEMPTS TO HARM HER!

*SEE SPECTACULAR SPIDER-MAN #89 FOR DETAILS -- DANNY.

SHE KEEPS THIS LAST POWER A CLOSELY GUARDED SECRET, EVEN FROM THE MAN SHE LOVES...

OH, SPIDER...

...I KNOW YOU SUPPORT YOURSELF BY SELLING PICTURES LIKE THESE TO THE DAILY BUGLE--

KLIK! WHRR!

"--BUT I WISH YOU WOULDN'T HOG ALL THE *FUN*--

"--FOR YOURSELF!"

KA-

VWAM!

DANGER! BEHIND ME--!

YOU'VE BEEN MAKING US LOOK LIKE FOOLS AND AMATEURS!

WELL, THAT'S GONNA CHANGE--

KWAK!

--NOW!!

I GOT HIM! HE DIDN'T HAVE A CHANCE!

HEY! WHERE'D HE GO--?!

TAKE THREE GUESSES--

--AND CALL ME IN THE MORNING!

NOW, SINCE YOU HAVEN'T LEARNED HOW TO PLAY NICELY WITH THIS TOY--I'LL JUST HAVE TO TAKE IT AWAY!

FWAM!

÷UNN÷

AT LAST! HE'S DOWN--!

THIS IS OUR CHANCE! HE'S GOTTA BE EX-HAUSTED BY NOW!

RUSH HIM!

÷WHEW!÷ DON'T THESE GUYS EVER GIVE UP?!

THEY'VE GOT MY SPIDER SURROUNDED!

I KNOW HE CAN TAKE CARE OF HIMSELF--

--BUT I'VE BEEN DYING FOR A LITTLE ACTION!

BESIDES, I'LL GO BATTY IF I HAVE TO SNAP ANOTHER PICTURE!

HI, LOVER! HOPE YOU DON'T MIND THE HELPING HAND-- AND FOOT!

NOT AT ALL, CAT! A BEAUTIFUL WOMAN IS A WELCOMED ADDITION TO ANY PARTY!

FLATTERER! YOU REALLY KNOW HOW TO TURN A GIRL'S HEAD!

SKWAK!

PWOK!

LET'S HURRY THIS UP, LOVER! I CAN'T WAIT UNTIL WE'RE ALONE AGAIN!

IS THIS BROAD FOR REAL--?!

SHE ACTS LIKE SHE'S OUT ON A DATE--INSTEAD OF FIGHTING FOR HER LIFE!

SHE'LL SING A DIFFERENT TUNE AFTER I WRAP THIS HUNK OF STEEL AROUND HER PRETTY LITTLE NECK!

BUT THEN--

WHAT THE--?!

TRIPP!

CLUNK!

JUST THEN, FRANKIE SILVERA SEIZES A DISCARDED GUN...

I DON'T BELIEVE IT! RALPH MAC--THAT JERK--ACED HIMSELF!

WELL, I'M NOT GONNA SCREW UP LIKE HIM!

HERE'S WHERE I PROVE TO EVERYBODY THAT FRANKIE SILVERA HAS WHAT IT TAKES--!

ALL I GOTTA DO IS SQUEEZE THE TRIGGER, AND--

BWOOM

YEOW!

FOR SHAME! DIDN'T YOUR MOTHER EVER TEACH YOU THAT IT WASN'T POLITE TO POINT A GUN AT A LADY?!

MY HAND--! FEELS LIKE IT'S BUSTED!

I'VE GOT NEWS FOR YOU, SWEETHEART--

--THAT'S THE *LEAST* OF YOUR PROBLEMS!

PWAM!

UNNN

FELICIA REALLY LACED INTO THAT KID, BUT HE DESERVED IT! SHE COULD HAVE BEEN SERIOUSLY HURT, IF HIS GUN HADN'T MISFIRED!

I WISH SHE'D BE MORE CAREFUL! SHE KNOWS THAT I DON'T APPROVE OF THE WAY SHE RISKS HER LIFE FIGHTING BY MY SIDE, BUT SHE JUST WON'T LISTEN TO REASON!

SPRAYING THE MEN WITH HIS SUPER-ADHESIVE WEBBING, SPIDER-MAN LEAVES THEM FOR THE POLICE...

PWIP

PWIP

MINUTES LATER...

SPIDER, YOU HAVEN'T SAID A WORD SINCE WE LEFT THE WAREHOUSE. IS SOMETHING BOTHERING YOU?

IT'S NOTHING NEW, CAT...

IT'S JUST THAT I THINK YOU'RE TOO FOOLHARDY! YOU TAKE TOO MANY NEEDLESS CHANCES!

LOOK WHO'S TALKING--!

IT'S DIFFERENT FOR ME! I HAVE *REAL* SUPER POWERS--

--PLUS A *SPIDER-SENSE* WHICH WARNS ME OF DANGER! YOU'RE ONLY A HIGHLY TRAINED GYMNAST!

ONLY--?! HEY, I APPRECIATE YOUR CONCERN --IT'S REAL SWEET-- BUT IT ISN'T NECESSARY!

THIS IS ONE CAT WHO KNOWS HOW TO LAND ON HER FEET!

I HOPE SO...

LIGHTEN UP, LOVER!

I WANT TO PARTY!

I HATE TO DISAPPOINT YOU, KID--

--BUT I'M MAKING THIS AN EARLY NIGHT!

I'VE GOTTA GET HOME, AND DEVELOP THESE PICTURES BEFORE MORNING.

OH, POO! YOU CAN BE SUCH A SPOILSPORT AT TIMES-- BUT I KNOW BETTER THAN TO ARGUE WHEN YOU'VE GOT WORK TO DO.

GUESS I'LL JUST HAVE TO SETTLE FOR A GOODNIGHT KISS, INSTEAD.

TRIGGERED BY SPIDER-MAN'S THOUGHTS, HIS COSTUME-- AN AMAZING SOUVENIR FROM A DISTANT PLANET--IMMEDIATELY OPENS A WIDE SEAM AROUND HIS MOUTH, AS ONE KISS TURNS TO MANY...

AND THEN...

POOR SPIDER! I'D LOVE TO TELL HIM ABOUT MY ENHANCED ATHLETIC PROWESS, AND MY BAD LUCK POWERS--

-- BUT HE'D BE IN A REAL PANIC IF HE EVER LEARNED THAT I GOT THEM FROM HIS ENEMY-- THE KINGPIN!

SOMETIME LATER, AS SPIDER-MAN RETURNS TO HIS CHELSEA APARTMENT...

I MUST BE CRAZY!

ONLY A FIRST CLASS NUT WOULD GIVE UP A CHANCE TO GO MESSING AROUND THE ROOFTOPS WITH THE BLACK CAT!

THE DAILY BUGLE COULDN'T POSSIBLY PAY ME ENOUGH FOR THESE PIX TO BE WORTH THAT KIND OF SACRIFICE--!

OH, WELL, NO ONE EVER SAID THAT THE LIFE OF A FREELANCE PHOTOHOUND WOULD BE EASY--

-- AND IT'S NOT!

A MENTAL COMMAND CAUSES HIS COSTUME TO MELT AWAY FROM HIS HANDS AND FACE...

÷YAWN÷ I'M REALLY WRECKED TONIGHT-- BUT THAT SEEMS TO BE THE GENERAL RULE THESE DAYS, I NEVER SEEM TO GET ENOUGH SLEEP. I'M ALWAYS TIRED!

I'D BETTER GET COOKING ON THOSE PHOTOS BEFORE I COMPLETELY FALL OUT...

AND SO...

GOT TO GIVE THE CAT CREDIT-- SHE KNOWS HOW TO HANDLE A CAMERA!

THESE ARE GOOD! REAL GOOD!

WISH I COULD SAY THAT I'M THRILLED, BUT I'M NOT! IT'S REAL OBVIOUS THAT SHE TAKES A MUCH BETTER PICTURE THAN I DO.

THAT BOTHERS ME! A LOT!

IT'S TIME I TOOK THIS WORK A BIT MORE SERIOUSLY!

MAYBE I SHOULD TAKE A FEW COURSES TO IMPROVE MY SKILLS!

AFTER SELECTING THE VERY BEST PHOTOS, HE TURNS TO STORE THE OTHERS AWAY--

-- BUT THEN...

OH, NO!

OF ALL THE CLUMSY--!

WHAT'S WRONG WITH ME LATELY? I SEEM TO BE ALL THUMBS!

I WONDER IF IT'S TIED IN WITH MY GENERAL LETHARGY?

GEE, I HOPE I'M NOT COMING DOWN WITH ANYTHING!

HEY! IN THE CORNER--!

MY OLD, SPARE COSTUME!

GOSH, I HAD FORGOTTEN ALL ABOUT THIS OLD THING!

I USED IT FOR A BACK-UP WHENEVER MY MAIN COSTUME NEEDED CLEANING OR REPAIRS. JUST SEEING IT AGAIN BRINGS BACK MEMORIES...

WHEN I DESIGNED MY VERY FIRST SPIDER-MAN COSTUME, I WAS LOOKING TO STRIKE IT BIG IN SHOW BUSINESS! I WANTED SOMETHING FLASHY! COLORFUL!

OVER THE YEARS, IT CAME TO MEAN...TO SYMBOLIZE...SO MUCH MORE TO ME!

BUT, EVEN SO, IT COULDN'T DO STUNTS LIKE THIS--!

"I STILL HAVE TROUBLE BELIEVING THAT THIS NEW COSTUME CAME FROM A WORLD AT THE OTHER END OF THE UNIVERSE.*

*SEE THE MARVEL SUPER HEROES SECRET WARS LIMITED SERIES FOR DETAILS -- DANNY!

"IT'S REALLY WEIRD TO HAVE A PIECE OF CLOTHING WHICH OBEYS MY MENTAL COMMANDS --AND ASSUMES ANY APPEARANCE I IMAGINE!

"I GUESS I COULD MAKE IT LOOK LIKE MY OLD, FAMILIAR RED AND BLUE THREADS--"

--BUT, THAT WOULDN'T SEEM RIGHT!

NO, IT'S TIME TO PUT THE PAST BEHIND ME!

I'VE GROWN OLDER AND, HOPEFULLY, WISER IN THE LAST FEW YEARS...

...MAYBE MY NEW LOOK WILL HELP REFLECT THOSE CHANGES!

YAWN ENOUGH DIME STORE PHILOSOPHY FOR ONE NIGHT!

IT'S TIME TO HIT THE SHEETS!

BUT THEN, EVEN AS PETER PARKER DRIFTS INTO THE REALM OF DREAMS--

--HIS ALIEN COSTUME SEEMINGLY SPRINGS TO LIFE!

FLOWING ACROSS THE FLOOR, IT SILENTLY ADVANCES ON THE SLEEPING ADVENTURER...

AS IF CONTEMPLATING THE HORRIBLE CONSEQUENCES OF ITS NEXT ACTION, IT PAUSES FOR ONE BRIEF MOMENT...

AND THEN--

--IT STRIKES!

SOMETIME LATER...

SHOVE OFF, PRINCE! I'M CLAIMING THAT REFRIGERATOR CRATE FOR MYSELF!

I BEG TO DIFFER, BABYFACE.

SINCE I'M THE ONE WHO FOUND IT, IT'S ONLY FAIR THAT I GET TO SLEEP IN IT.

NOBODY CARES ABOUT "FAIR" IN THE REAL WORLD!

IT'S EVERY MAN FOR HIMSELF!

HEY--!

WHO... WHAT ...IS THAT--?!

I... DUNNO.

Y'KNOW SOMETHING, BABYFACE? I THINK THIS CRATE COULD ACCOMMODATE THE TWO OF US!

I HOPE SO, MAN! AFTER SEEING THAT...THAT *THING* PROWLING AROUND, I COULD USE SOME COMPANY!

ME, TOO!

EARLY THE NEXT MORNING...

BOSS--! OUR MAIN WAREHOUSE WAS RAIDED LAST NIGHT BY SPIDER-MAN AND THE POLICE!

OUR LAWYER THINKS HE CAN GET OUR PEOPLE BACK ON THE STREETS BY LATE AFTERNOON--

--BUT IT'LL STILL TAKE A FEW WEEKS BEFORE OUR FENCING OPERATION IS ROLLING AT FULL CAPACITY AGAIN!

THE LOSS IN REVENUE WILL BE SIGNIFICANT.

A PITY.

SNIPP!

HOWEVER, SPIDER-MAN IS THE MORE DISTRESSING PROBLEM.

THIS IS THE *SECOND* TIME HE'S INTERFERED IN THE ROSE'S AFFAIRS. I WON'T TOLERATE A THIRD.

HE MUST BE ELIMINATED ...AT ONCE!

IS THAT WISE, ROSE?

I THOUGHT THE KINGPIN HAD TO SANCTION ALL HITS *THAT* BIG!

MR. JOHNSTON, I REPORT TO THE KINGPIN OF CRIME JUST AS YOU AND MR. VARLEY REPORT TO ME... BUT, IN THIS ONE INSTANCE, I DO NOT HAVE TIME FOR THE LUXURY OF GOING THROUGH THE PROPER CHANNELS.

SPIDER-MAN IS A WEED WHICH MUST BE SWIFTLY PLUCKED.

I WANT HIM *DEAD!*

AND, I KNOW JUST THE MAN FOR THE JOB...

HEARTSDALE, NEW MEXICO...

A SMALL, BUT GROWING CITY--

--WHICH HOUSES THE CORPORATE HEADQUARTERS OF FIREHEART ENTERPRISES...

FIREHEART

WHERE IS HE?

WE'RE DUE AT THE MAYOR'S OFFICE IN FIFTEEN MINUTES!

I'M AFRAID THAT MR. FIREHEART IS UNABLE TO ATTEND THAT MEETING, CONGRESSMAN.

HE WAS CALLED AWAY RATHER UNEXPECTEDLY THIS MORNING.

WHAT?!

HE ASKED ME TO CONVEY HIS SINCEREST APOLOGIES.

B-BUT WE WERE SUPPOSED TO DISCUSS THOSE NEW SHOPPING MALLS HE PLANS TO BUILD! WHAT SHOULD I TELL THE ZONING COMMISSION? THE CITY COUNCIL--?!

I DON'T KNOW CONGRESSMAN. I'LL HAVE MR. FIREHEART PHONE YOU AS SOON AS HE RETURNS.

B-ZIT

A CALL ON THOMAS'S PRIVATE LINE--!

YOU'LL HAVE TO EXCUSE ME, CONGRESSMAN. I HAVE OTHER WORK TO DO.

*WITHOUT ANOTHER WORD, **JENNA TAYLOR** ENTERS THE PRIVATE OFFICE OF HER EMPLOYER--*

-- THE MYSTERIOUS THOMAS FIREHEART!

I FEEL BADLY FOR CONGRESS-MAN CRESPI. THOSE SHOPPING MALLS MEAN A LOT TO HIM--AND THE COMMUNITY! THIS IS ONE MEETING THOMAS SHOULDN'T HAVE MISSED.

OH, WELL, IT'S NOT MY PLACE TO CRITICIZE THE BOSS. I'M ONLY HIS EXECUTIVE ASSISTANT--NOT HIS WIFE!

I GET THE FUN JOBS-- LIKE TELLING CRESPI THE BAD NEWS, AND ACTIVATING THIS CRAZY TELEPHONE GIZMO--

--WHENEVER THOMAS ISN'T AROUND TO ANSWER HIS PRIVATE LINE.

KLIK!

MNNN

PLEASE LEAVE YOUR MESSAGE...

MNNN

"...AT THE SOUND OF THE BEEP!"

THAT HUM--! IT'S PROBABLY FROM AN ELECTRONIC SCRAMBLING DEVICE WHICH PROTECTS HIS LINE FROM TAPS!

THIS IS THE ROSE...

I NEED YOU.

HHM! THAT WAS SHORT, AND TO THE POINT.

"THE ROSE"?! I DON'T RECOGNIZE THE NAME, BUT IT SOUNDED LIKE THOMAS WILL WANT TO KNOW ABOUT THIS CALL... *AND FAST!*

KLIK!

JENNA DEPRESSES ANOTHER BUTTON--

--AND, SIXTY MILES AWAY...

BLEEP! BLEEP!

BLEEP! BLEEP!

MEANWHILE, SEVERAL HUNDRED YARDS FROM THE HELICOPTER, A MANLIKE FIGURE RACES ALONG THE UNEVEN GROUND.

WITH PHYSICAL SENSES WHICH HAVE BEEN HEIGHTENED TO SUPER HUMAN LEVELS--

--HE FOLLOWS A SPOOR THAT WOULD BE TOTALLY INVISIBLE TO MOST HUMAN TRACKERS!

THEY DON'T KNOW IT YET--BUT THEY'RE GOING TO DIE FOR WHAT THEY DID LAST NIGHT!

IT'S THEIR OWN FAULT! THEY SHOULDN'T HAVE ENTERED THE RESERVATION --AND SLAUGHTERED THOSE ANIMALS!

AS THE GUARDIAN OF THE TRIBE, IT'S MY DUTY TO PUNISH THEM--AND I WILL!

I CAN SENSE THEM JUST BEYOND THE NEXT RIDGE--!

THEY'RE CONFUSED! FRIGHTENED! THEY DON'T KNOW WHAT TO MAKE OF MY SCENT!

THEY'VE NEVER BEFORE FACED ANYTHING LIKE--

--PUMA!

WITH AN INCREDIBLE THIRTY-FIVE FOOT LEAP, THE MAN-BEAST KNOWN AS PUMA LAUNCHES HIMSELF FORWARD--!

HE ATTACKS SWIFTLY--

--WITH A STRENGTH WHICH STAGGERS THE MIND--

--AND A SAVAGERY FAR BEYOND THAT OF ANY WILD ANIMAL!

SIX MINUTES LATER...

THAT WASN'T A BAD MORNING'S WORKOUT! WITH LUCK, I CAN STILL CATCH THE TAIL END OF THE MEETING IN THE MAYOR'S OFFICE!

BLEEP BLEEP

SOUNDS LIKE JENNA'S BEEN TRYING TO CONTACT ME

SHE'S SO CAPABLE! I DON'T KNOW HOW I'D EVER SURVIVE WITHOUT HER!

BLEEP BLEEP

MOMENTS LATER...

PUMA SITS QUIETLY, DRAINING HIS MIND OF ALL TENSIONS...

HE SLOWS HIS BREATHING, AND BEGINS TO CONCENTRATE. *CONCENTRATE!*

AND THEN--

THE TRANSFORMATIONS SEEM TO BE GETTING EASIER...THOUGH THEY'RE JUST AS PAINFUL AS EVER!

I'D BETTER DISCUSS THEM WITH MY UNCLE AFTER THE NEXT MONTHLY TRIBAL MEETING!

I WISH I COULD CONVINCE THE OLD COOT TO MOVE OFF THE RESERVATION--AND INTO A MODERN CONDOMINIUM IN HEARTSDALE--BUT HE'S JUST TOO STUBBORN!

I'LL CHECK IN WITH THE OFFICE--

--AFTER I CHANGE INTO SOMETHING MORE CIVILIZED!

THERE! THAT'S BETTER!

I HOPE JENNA HAS EXCITING NEWS FOR ME! THINGS HAVE BEEN A BIT DULL AROUND HERE!

NEW YORK CITY...

DAILY BUGLE

WELL--?

WHAT CAN I SAY, PETER? THE QUALITY OF YOUR WORK IS CERTAINLY ON THE UPSWING--

J. ROBERTSON
EDITOR-IN-CHIEF

--EVEN IF YOUR CHOICE OF SUBJECT MATTER IS A LITTLE PEDESTRIAN!

OUR READERS HAVE SEEN COUNTLESS SHOTS OF SPIDER-MAN FIGHTING THUGS IN WAREHOUSES!

THE ONLY THING THAT MAKES THESE PARTICULAR PHOTOS NEWSWORTHY--

--IS THE FACT THAT THEY FEATURE THE WEB-SWINGER IN HIS NEW COSTUME!

I'LL TAKE THEM--

--BUT DON'T THINK YOU CAN COAST ON THE PUBLIC'S INTEREST IN THIS COSTUME FOREVER!

I ÷YAWN÷ WON'T!

TRY TO CONTROL YOUR ENTHUSIASM!

BETTY WILL PUT IN A VOUCHER FOR YOU.

DO YOURSELF A FAVOR--GET SOME REST!

YOU LOOK TERRIBLE!

ROBBY'S RIGHT! YOU DO SEEM A LITTLE ROUGH AROUND THE EDGES LATELY.

ARE THINGS ANY BETTER BETWEEN YOU AND YOUR AUNT?

NO.

AUNT MAY HAS REFUSED TO SPEAK TO ME EVER SINCE I TOLD HER THAT I'VE DROPPED OUT OF GRADUATE SCHOOL!*

*IN AMAZING SPIDER-MAN #253 -- DANNY.

I JUST DON'T KNOW WHAT TO DO, BETTY...

BRIGHTEN UP, TIGER!

IT'S PARTY TIME!

YOU--?!

MARY JANE WATSON! IT'S ABOUT TIME YOU GOT HERE!

I WAS BEGINNING TO THINK THAT YOU HAD FORGOTTEN ALL ABOUT OUR DINNER DATE TONIGHT!

HI, PRETTY LADY! HOW'S IT =YAWN= GOING?

AM I BORING YOU ALREADY, MR. PARKER? MOST MEN I KNOW ARE USUALLY A LOT MORE EXCITED TO SEE ME.

J. ROBERTS
EDITOR-IN

DID BETTY TELL YOU THE BIG NEWS?

I FOUND WORK! I LANDED A REGULAR MODELING GIG FOR THE NEXT FEW MONTHS! ISN'T THAT SIMPLY FABULOUS?!

I'M HAPPY FOR YOU!

BETTY AND I WERE PLANNING A LADIES' NIGHT OUT--BUT THIS CALLS FOR A REAL CELEBRATION! CARE TO JOIN US?

GEE, I'D LOVE TO GO. I REALLY WOULD! BUT, I'VE GOT, ER, OTHER PLANS.

HOW ABOUT A RAINCHECK?

ANY TIME, TIGER!

GREAT! SEE YOU AROUND.

=WHEW= TALK ABOUT A CLASSIC BRUSHOFF!

THERE GOES ONE VERY TROUBLED YOUNG MAN.

SO I NOTICED.

ANY IDEA WHAT'S EATING AT HIM?

I HAVE A FEW THOUGHTS ON THE SUBJECT.

REALLY?

I'D LIKE TO HEAR THEM...

AT THAT PRECISE MOMENT, A PRIVATE JET LANDS AT NEW YORK'S LAGUARDIA AIRPORT.

ITS SOLE OCCUPANT IS IMMEDIATELY USHERED INTO A WAITING LIMOUSINE.

SOON...

I APPRECIATE THE PROMPTNESS WITH WHICH YOU HAVE RESPONDED TO MY CALL.

THINK NOTHING OF IT. THE WORK YOU OFFER IS USUALLY SO... CHALLENGING.

I HAVE AN EXCEPTIONAL CHALLENGE FOR YOU THIS TIME.

HAVE YOU EVER HEARD OF A COSTUMED VIGILANTE WHO GOES BY THE NAME OF... "SPIDER-MAN"?

OF COURSE...

HE'S ONE OF THOSE SO-CALLED "SUPERHEROES"! THIS CITY CERTAINLY SEEMS TO HAVE AN ABUNDANCE OF THEM.

WE HAVE A FEW BASED IN MY PART OF THE COUNTRY AS WELL...THOUGH THEY AREN'T AS WELL-PUBLICIZED.

WILL YOU ACCEPT THIS CHALLENGE?

YES.

GOOD. WHEN SHALL YOU BEGIN?

IMMEDIATELY!

CAN YOU GET ME ANYTHING WHICH THIS SPIDER-MAN HAS RECENTLY HANDLED?

I ANTICIPATED YOUR NEED. I HAVE THIS PIECE OF PACKING CRATE. I MADE CERTAIN THAT NO ONE ELSE TOUCHED IT.

EXCELLENT.

MR. VARLEY WILL ESCORT YOU TO A PLACE WHERE YOU CAN CHANGE.

GOOD LUCK.

CALL ME IF YOU NEED ANYTHING!

THANK YOU.

I WON'T.

I'M GLAD I CAME.

THIS ASSIGNMENT HAS DEFINITE POSSIBILITIES!

CREEPY GUY.

YEAH.

WHAT DID THE ROSE SAY HIS NAME WAS--?

HE'S BEEN IN THERE FOR TWENTY MINUTES! HOW LONG DOES IT TAKE A GUY TO CHANGE HIS CLOTHES? WHAT'S HE DOING?

BEATS ME.

HELLO--? IS EVERYTHING ALL RIGHT?

NOK! NOK!

I DON'T LIKE THIS! NOT ONE BIT!

WHY AIN'T HE ANSWERING?

VARLEY, SOMETHING TELLS ME WE BETTER OPEN THAT DOOR...

HE DIDN'T.

HEY! HE'S GONE--!

I DON'T GET IT! HE LEFT HIS CLOTHES BEHIND!

LOOK! THE WINDOW--!

HE COULDN'T HAVE GOTTEN OUT THIS WAY!

THE NEAREST ROOFTOP HAS GOTTA BE A GOOD FORTY FEET AWAY!

NEARBY...

AH! THE LIFE OF A MILLIONAIRE ENTREPRENEUR MAY HAVE ITS DISTINCT PLEASURES, BUT THEY CAN'T COMPARE WITH THIS--!

OF COURSE, MY UNCLE WOULD HAVE A FIT--IF HE EVER LEARNED THAT HIS BELOVED TRIBAL GUARDIAN WAS ALSO AN ASSASSIN FOR HIRE!

THAT'S HIS PROBLEM!

HE'S GOT NOTHING TO COMPLAIN ABOUT AS LONG AS I CONTINUE TO FULFILL MY OBLIGATIONS TO THE TRIBE!

THE WAY I CHOOSE TO ENTERTAIN MYSELF IS NOBODY'S BUSINESS BUT MY OWN!

I JUST HOPE SPIDER-MAN LIVES UP TO HIS REP! IT'S BEEN FAR TOO LONG SINCE I BATTLED ANYONE WORTH THE EFFORT.

HMM! THE SPOOR IS WEAK...BUT I THINK I'VE IDENTIFIED HIS SCENT!

NOW, COMES THE HARD PART....

I MUST BLOCK OUT ALL PHYSICAL AND MENTAL DISTRACTIONS!

MUST CHANNEL EVERYTHING...ALL CONSCIOUSNESS ...THE VERY ESSENCE OF MY BEING...

...INTO A SINGLE, HEIGHTENED SENSE!

IT IS SAID THAT EVERY LIVING THING HAS ITS OWN, UNIQUE SCENT...

IN A CITY WHOSE POPULATION NUMBERS IN THE MILLIONS, PUMA ATTEMPTS TO PINPOINT ONE MAN...

ONE VERY SPECIAL MAN...

FOR MORE THAN AN HOUR HE SITS RIGID AS STONE...

SORTING...

SEARCHING...

AND THEN...

I'VE DONE IT! I'VE *FOUND* HIM!

INCREDIBLY POWERFUL LEG MUSCLES PROPEL HIM UPWARD AND FORWARD ON A DIRECT ROUTE TO HIS PREY!

MEANWHILE...

≠YAWN≠ WHY DO I ALWAYS SEEM TO HAVE SO MUCH TROUBLE MANAGING MY OWN LIFE?

I JUST CAN'T THINK OF A WAY TO PATCH THINGS UP BETWEEN ME AND AUNT MAY!

THE WOMAN PRACTICALLY RAISED ME! SHE'S ALWAYS BEEN ONE OF THE CORNER-STONES OF MY LIFE!

≠YAWN≠ THERE'S GOTTA BE A SOLU-TION! MAYBE I'M JUST TOO ZONKED TO SEE IT!

SO THAT'S SPIDER-MAN--!

HOW DISAPPOINTING! I'D HOPED FOR SOMEONE MUCH MORE IMPRESSIVE! BIGGER! MORE POWERFUL!

THERE MUST BE MORE TO HIM THAN MEETS THE EYE!

PERHAPS A LITTLE TEST IS IN ORDER--!

RIPPP!

AND, AS IF I DIDN'T HAVE ENOUGH PROBLEMS, THERE'S THE LITTLE MATTER OF THE HOBGOBLIN'S MISSING BATTLE VAN!

WHO TOOK IT...AND, MORE IMPORTANTLY, *WHY*--?

IT VANISHED ON ITS WAY TO THE POLICE IMPOUND YARD!*

HEY! MY SPIDER-SENSE--!

WHAT THE--?!

*IN ISSUE # 254--DANNY.

YEOW!

WHATEVER THAT THING WAS-- I BARELY DUCKED IT!

I WAS SO TOTALLY LOST IN MY THOUGHTS THAT I DIDN'T EVEN NOTICE MY SPIDER-SENSE BUZZING!

CAN'T WORRY ABOUT THAT NOW!

GOTTA TRY TO SLOW MY FALL--!

DESPERATE, ACTING ON INSTINCT ALONE, SPIDER-MAN REACHES OUT TOWARD THE NEARBY BUILDING...

HIS FINGERS SCRAPE ALONG ITS ROUGH EDGE--

--UNTIL HE MANAGES TO FLATTEN THEM AGAINST THE SIDE OF THE BUILDING!

AND THEN, OWING TO HIS UNCANNY ABILITY TO ADHERE TO ANY SURFACE--

--THEY HOLD!

ARGGG!

MY ARM--!

SNAP!

FWOK!

F-FEELS LIKE I WRENCHED IT LOOSE FROM ITS SOCKET--!

PAIN IS INCREDIBLE!

G-GOTTA GET MYSELF TOGETHER--!

WHOEVER ATTACKED ME IS STILL OUT THERE! WAITING--!

UHHH

N-NEVER KNEW ANY-THING COULD HURT SO MUCH... JUST WANT TO ROLL INTO A BALL... AND DIE ...BUT I CAN'T ...I CAN'T!

GOTTA BRACE MYSELF...TRY TO SHOVE THE ARM BACK INTO PLACE!

:UNNNNN!

I-IT'S NO USE! PAIN IS TOO GREAT!

NO... I CAN'T... I WON'T ...GIVE UP!

G-GOTTA TRY AGAIN!

IF I DIE HERE, AUNT MAY WILL NEVER KNOW HOW MUCH I STILL LOVE HER!

D-DON'T CARE HOW BAD IT FEELS... GOTTA DO IT... FOR AUNT MAY ...FOR ME!

ARRGHH!

I ...DID IT!

B-BUT MY ARM STILL FEELS LIKE--

--ON FIRRRRRRE!

THE PAIN WAS TOO MUCH FOR HIM!

HE'S HELPLESS! CRIPPLED--!

A VICTORY LIKE THIS BRINGS LITTLE SATIS-FACTION TO ME--BUT SPIDER-MAN MUST DIE! AND SO, HE SHALL--

--BENEATH THE CLAWS OF PUMA!

TO BE CONTINUED!

NEXT ISSUE! THE BLACK CAT ENRAGED! A STARTLING REVELATION FROM MARY JANE WATSON--WHICH WILL CHANGE PETER PARKER'S LIFE FOREVER! PLUS--THE SURPRISING RETURN OF THE MOST REQUESTED SPIDER-VILLAIN OF RECENT TIMES! (GUESS WHO!) DON'T MISS--

"THE FURY OF... PUMA!"

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the AMAZING SPIDER-MAN®

F/R

SPIDER-MAN™

Stan Lee PRESENTS: "BEWARE THE CLAWS OF PUMA!"

SPIDER-MAN IS STILL HELPLESS! UNCONSCIOUS --!

BAH! A VICTORY LIKE THIS BRINGS NO PLEASURE TO PUMA -- BUT THE WEB-SWINGER MUST DIE! AND SO, HE SHALL...

MERE MOMENTS AGO, THE EVER-SPECTACULAR SPIDER-MAN DISLOCATED HIS LEFT ARM WHEN HE WAS UNEXPECTEDLY ATTACKED BY THE MAN-BEAST KNOWN AS PUMA! AFTER HEROICALLY SHOVING HIS ARM BACK INTO PLACE, OUR HERO FINALLY SUCCUMBED TO THE INCREDIBLE PAIN! AND NOW...

STAN LEE *PRESENTS:*
TOM DEFALCO -- *WRITER*
RON FRENZ -- *PENCILER*
JOSEF RUBINSTEIN -- *INKER*
JOE ROSEN -- *LETTERER*
CHRISTIE SCHEELE -- *COLORIST*
DANNY FINGEROTH -- *EDITOR*
JIM SHOOTER -- *EDITOR-IN-CHIEF*

THIS IS ALMOST TOO EASY!

WHEN THE *ROSE* FIRST HIRED ME TO KILL SPIDER-MAN, HE PROMISED ME A WORTHY FOE!

A TRUE CHALLENGE TO THE POWER OF *PUMA!*

THE ROSE LIED!

SPIDER-MAN IS A WEAKLING! A COWARD!

HE DESERVES TO DIE!

NO!

CYYAM!

≒UGNN≒

MANAGED TO RECOVER MY BALANCE, BUT SHE'S ATTACKING AGAIN--!

≒WHOOPS≒ MISSED 'IM!

YOU'RE GOOD, MISTER! *FAST!* AGILE, TOO!

DO NOT FLATTER YOURSELF, WOMAN!

2

A CHILD COULD HAVE DODGED THAT CLUMSY ATTACK!

THIS WOMAN IS THE *BLACK CAT!* THE NEWSPAPERS CLAIM THERE IS A ROMANTIC LINK BETWEEN HER AND SPIDER-MAN, A PITY THAT SHE ISN'T A PART OF MY CONTRACT WITH THE ROSE!

GO AWAY, WOMAN! THIS ISN'T YOUR CONCERN! DON'T FORCE ME TO KILL YOU AS WELL!

GET REAL, MISTER! I DON'T KNOW WHO YOU ARE, OR WHAT YOU WANT--

--BUT YOU'RE DEFINITELY FLAKE CITY IF YOU THINK I'LL LET YOU HURT MY SPIDER!

YOU CAN'T STOP ME!

I AM PUMA!

WAIT--! THERE SEEMS TO BE SOMETHING SURROUNDING THAT WOMAN! AN AURA OF SOME KIND!

I'M SURE MY HEIGHTENED SENSES WILL BE ABLE TO DETECT IT--IF I CAN JUST FOCUS THEM PROPERLY...

"THERE! I SEE IT NOW!"

I WONDER IF IT'S DANGEROUS?

GUESS THERE'S ONLY ONE WAY TO FIND OUT!

POWERFUL LEG MUSCLES PROPEL HIM FORWARD--

--BUT THEN...

WHAT'S WRONG WITH ME? I SEEM TO HAVE MISJUDGED THE DISTANCE BETWEEN US!

I'M OVERSHOOTING HER--!

GOING TOO FAST! HAVE TO SLOW MYSELF DOWN BEFORE I GO BOUNDING OFF THE SIDE OF THIS ROOF!

THAT PIPE--!

OH, NO!

SNAPP!

FWOK!

NOTHING LIKE THAT HAS EVER HAPPENED TO ME BEFORE! MY SENSE OF BALANCE IS PERFECT!

COULD THE CAT'S MYSTERIOUS AURA HAVE CAUSED IT?

SEEKING TO CONFIRM HIS SUSPICIONS, PUMA SPRINGS TO HIS FEET, RENEWING HIS ONSLAUGHT ON THE CAT...

BUT THEN...

THE ROOF--! IT'S GIVING WAY BENEATH ME!

KRACKKK!

TA-TA, FUR FACE!

NOW YOU KNOW WHAT HAPPENS WHEN THE BLACK CAT CROSSES YOUR PATH!

UNNN

SPIDER! YOU'RE AWAKE--!

C-CAT, IS THAT YOU?

WHO ELSE?

DON'T WORRY ABOUT THAT CLOWN WHO ATTACKED YOU, HON! I JUST TOOK CARE OF HIM!

HEY! YOU DON'T LOOK SO GOOD! ANYTHING I CAN DO TO HELP--?

AGGH! MY SHOULDER--!

OH, I'M SO SORRY! I...I DIDN'T KNOW!

H-HOW COULD YOU? I... INJURED IT IN A FREAK FALL! IT STILL HURTS, BUT NOT AS BAD AS IT DID EARLIER!

THIS WEBBING SHOULD HELP KEEP THE STRAIN OFF IT!

LOOK, WE'D BETTER GET OUT OF HERE!

PWIP!

ARE YOU SURE YOU CAN TRAVEL?

NO, BUT I CAN TRY!

MINUTES LATER...

POOR SPIDER! HE'S PUTTING UP A BRAVE FRONT FOR MY SAKE, BUT IT'S OBVIOUS THAT HE'S IN GREAT PAIN!

HANG ON, LOVER! YOUR APARTMENT IS ONLY A FEW BLOCKS AWAY!

MEANWHILE...

HEY! WHAT'S GOING ON?

WHO ARE YOU?

BE SILENT--!

I HAVE NEITHER THE TIME, NOR THE INCLINATION TO ANSWER YOUR STUPID QUESTIONS!

GET OUT OF MY WAY, WOMAN!

OH--!

H-HE'S LEAVING, BILL! BUT WHAT ABOUT OUR CEILING--?

H-HUSH UP, ALICE! LET THE MAN GO ABOUT HIS BUSINESS!

MOMENTS LATER, ON THE BUILDING'S ROOFTOP...

SPIDER-MAN AND THE BLACK CAT ARE GONE--!

THE FOOLS! THEY CAN'T ESCAPE *PUMA!*

NO ONE CAN!

NOW THAT I'VE BEEN EXPOSED TO THEIR INDIVIDUAL SCENTS --

--I CAN EASILY TRACK THEM TO WHEREVER THEY HIDE!

I'D BETTER APPROACH THE BLACK CAT WITH A BIT MORE CAUTION, THOUGH! SHE'S OBVIOUSLY THE MORE DANGEROUS OF THE TWO!

HER AURA SEEMED TO FLASH BRIGHTER BOTH TIMES I ATTACKED HER!

COINCIDENCE? I THINK NOT!

THAT AURA MUST BE RESPONSIBLE FOR THE MISFORTUNE WHICH STRUCK ME!

LOST IN HIS THOUGHTS, PUMA BOUNDS FROM BUILDING TO BUILDING IN PURSUIT OF HIS PREY, UNTIL...

THERE THEY ARE! ON THAT DISTANT ROOFTOP--!

HOLD IT, CAT! MY SPIDER-SENSE IS TINGLING!

I SENSE DANGER--!

WHAT COULD IT BE--?

I DON'T SEE ANYTHING OUT OF THE ORDINARY! MAYBE I'M JUST JUMPY.

HE'S FAST--! I BARELY GOT DOWN IN TIME!

NO NEED TO CONTINUE THIS BATTLE NOW! I'M ONLY BEING PAID TO KILL SPIDER-MAN. WHY SHOULD I KILL THE CAT FOR FREE?

I'LL RETURN LATER ...AFTER I'VE HAD A CHANCE TO REFRESH MYSELF!

MEANWHILE...

EASY DOES IT, LOVER. YOU'RE HOME NOW.

YEAH...

THANKS, CAT. I MIGHT NOT HAVE MADE IT WITHOUT YOU.

MY ARM'S STILL THROBBING.

BUT AT LEAST I WON'T HAVE TO WRESTLE WITH MY COSTUME TO GET A LOOK AT IT! ALL I HAVE TO DO IS--

UNNN

SPIDER--! WHAT IS IT?

MY COSTUME--!

IT USUALLY OBEYS MY EVERY THOUGHT, BUT IT'S NOT RESPONDING TO MY MENTAL COMMANDS--!

I CAN'T SEEM TO GET IT TO LEAVE ME--!

UGNNN

AT LAST! IT'S STARTING TO MELT OFF ME...

I DON'T UNDERSTAND ...IT NEVER GAVE ME A PROBLEM BEFORE! WHAT COULD BE WRONG WITH IT?

ARE YOU KIDDING!? LOOK AT IT SNAKING ACROSS THE FLOOR LIKE THAT--!

WHAT COULD BE RIGHT WITH IT?

YOU'VE BEEN MEANING TO GET IT CHECKED OUT BY REED RICHARDS EVER SINCE YOU BROUGHT IT BACK FROM THAT WAR AT THE OTHER END OF THE UNIVERSE!

I KNOW. BUT MY LIFE HAS BEEN SO CRAZY LATELY THAT I HAVEN'T HAD TIME.

MAYBE YOU'D BETTER MAKE TIME.

*SEE THE ONGOING MARVEL SUPER HEROES SECRET WARS LIMITED SERIES FOR DETAILS --DANNY.

HEY! MY ARM DOESN'T LOOK AS BAD AS I FEARED--!

IT'LL PROBABLY BE AWFUL SORE FOR THE NEXT FEW WEEKS, BUT THERE DOESN'T SEEM TO BE ANY PERMANENT DAMAGE!

THAT'S GREAT!

WHAT A DUMP! I STILL CAN'T BELIEVE MY SPIDER REALLY LIVES HERE IN HIS CIVILIAN IDENTITY!

GUESS I JUST DON'T UNDERSTAND SPIDER. WHY WOULD HE EVER WANT TO BE A NORMAL PERSON LIKE PETER PARKER, WHEN HE COULD BE SPIDER-MAN ALL THE TIME?

I LOVE HIM. *I DO!* BUT NOW THAT HE'S TAKEN OFF HIS MASK, I CAN HARDLY BEAR TO LOOK AT HIM...

MEANWHILE, AT A MIDTOWN MANHATTAN SKYSCRAPER...

AS PER YOUR INSTRUCTIONS...

...I HAVE BEGUN MAKING THE NECESSARY ARRANGEMENTS FOR A PROLONGED GANG WAR WITH THE FORCES OF *MICAH SYNN!**

EXCELLENT. I LEAVE THE DE-TAILS TO YOU!

**SEE CURRENT ISSUES OF DAREDEVIL -- DANNY.*

ONE LAST ITEM-- AS THE *KINGPIN OF CRIME*, THE RULER OF THE UNDER-WORLD, YOU MUST BE MADE AWARE OF THE FACT THAT SOMEONE IN YOUR EMPLOY HAS HIRED A PROFESSIONAL ASSASSIN TO ELIMINATE SPIDER-MAN!

WHAT--?!

I HAVE MY OWN PLANS FOR THE WEB-SWINGER!*

WHO WOULD DARE ORDER AN EXECUTION OF THIS MAGNITUDE-- WITHOUT FIRST CON-SULTING WITH ME?

I BELIEVE THIS HIT WAS COM-MISSIONED BY THE ROSE!

**AND YOU'LL KNOW WHAT PLANS THE KING-PIN IS REFERRING TO, IF YOU KEEP READING OUR COMPANION MAGAZINE, THE SPECTACULAR SPIDER-MAN-- D.*

ARRANGE A MEETING BETWEEN ME AND THE ROSE. IT'S TIME HE LEARNED THE FACTS OF LIFE...

...AND *DEATH!*

A FEW BLOCKS AWAY, AT THE SAINT LAUREN SUMMIT, ONE OF THE CITY'S MORE PRESTIGIOUS HOTELS...

...IN THE LUXURY SUITE RESERVED FOR THOMAS FIREHEART...

AH! NOTHING REFRESHES LIKE A HOT SHOWER!

I KNOW IT'S LATE, BUT I REALLY SHOULD CHECK IN WITH MY HOME OFFICE

HEARTSDALE, NEW MEXICO...

FIREHEART ENTERPRISES...

THOMAS! I'M GLAD YOU CALLED.

GOOD NEWS, CONGRESSMAN CRESPI PHONED EARLIER TO SAY THAT THE CITY COUNCIL APPROVED--

"--THREE OF THE FOUR SITES FOR THE NEW SHOPPING MALLS YOU PLANNED TO BUILD!"

EXCELLENT!

I DON'T KNOW WHAT I'D DO WITHOUT JENNA TAYLOR TO RUN THINGS WHILE I WAS AWAY!

JUST HAVE TO MAKE ONE MORE CALL--

"--TO THE *ROSE!*"

IT'S FOR YOU, BOSS. THE PUMA!

GOOD EVENING, MY FRIEND...I TRUST ALL IS GOING WELL. YOU EXPECT TO COMPLETE YOUR MISSION TONIGHT? EXCELLENT!

BZZIT

WHO CAN THAT BE?

I AM THE ARRANGER, AND I BRING YOU GREETINGS FROM--

--THE KINGPIN OF CRIME!

THE ROSE SEEMED A BIT DISTRACTED WHEN HE HUNG UP. I HOPE NOTHING'S WRONG. I HAVE YET TO COLLECT MY FEE.

HHM! I'M GLAD I REMEMBERED TO BRING A SPARE COSTUME. THE ONE I WORE EARLIER IS STILL IN DESPERATE NEED OF A GOOD DRY CLEANING.

A PITY I COULDN'T TRUST IT TO THE HOTEL'S VALET SERVICE--

--BUT THAT'S NOT AN OPTION IF ONE WISHES TO KEEP HIS IDENTITY A SECRET!

I MUST NOW DRIVE AWAY ALL EXTERNAL DISTRACTIONS...

MUST MARSHAL ALL OF MY THOUGHTS AND FOCUS INWARD...

MUST CONCENTRATE...

CONCENTRATE...

≥ARGGH≤

MOMENTS LATER, COVERING AN UNBELIEVABLE THIRTY-FIVE FEET WITH EVERY LEAP, THE PUMA BOUNDS ACROSS THE CITY'S ROOFTOPS...

THE HUNT IS ON!

AND, AT 410 CHELSEA STREET...

FEELING ANY BETTER--?

A LITTLE.

TELL ME MORE ABOUT THAT JOKER WHO ATTACKED ME!

THERE REALLY ISN'T MUCH MORE... EXCEPT TO SAY THAT HE WAS VERY KINKY-LOOKING! ALL COVERED WITH FUR!

CALLED HIMSELF... "PUMA"!

LIKE THE RUNNING SHOE--?! ≥*SHEESH*≤ WHERE DO THEY COME UP WITH THESE HOKEY NAMES?

WHO KNOWS?

I WOULDN'T WORRY ABOUT HIM, THOUGH. CONSIDERING THE WAY I CLOBBERED HIM THIS AFTERNOON, HE'D BE A FOOL TO RETURN FOR A REMATCH!

Y'KNOW, YOU NEVER DID TELL ME EXACTLY *HOW* YOU MANAGED TO BEAT HIM...

UH-OH! THIS ISN'T THE TIME TO TELL SPIDER ABOUT MY *BAD LUCK* POWERS!

WE'LL DISCUSS THAT LATER! RIGHT NOW, I'VE GOT TO BOOGIE--!

YOU'RE LEAVING? *NOW*--?!

WHY NOT? YOU CERTAINLY DON'T NEED ME TO NURSEMAID YOU ANYMORE! BESIDES, YOU KNOW HOW I HATE TO BE COOPED UP AT NIGHT!

WHAT ABOUT THIS PUMA CHARACTER? YOU MIGHT RUN INTO HIM AGAIN--!

SO? I'LL GIVE HIM YOUR REGARDS!

DON'T WORRY ABOUT ME, LOVER! I'LL BE BACK BEFORE YOU KNOW IT!

I'M JUST GONNA CATCH SOME FRESH AIR!

IT'S A SHAME I HAVE TO DESERT SPIDER LIKE THIS--

--BUT I WAS GOING STIR CRAZY IN THAT DREARY APART-MENT!

WHAT A HOLE! I'VE BEEN IN MAUSOLEUMS WHICH WERE LIVELIER!

SPRINGING TO A NEARBY BUILDING, THE BLACK CAT RACES INTO THE DEEPENING NIGHT...

AT LAST!

SPIDER-MAN IS ALONE! UNPROTECTED--!

AT THAT MOMENT...

PETER! YOU HOME--?

KNOK KNOK

THAT VOICE! CAN IT REALLY BE HER--?!

MARY JANE WATSON!

SURPRISED, TIGER? GOOD! I LIKE TO KEEP MY MEN OFF BALANCE!

YOU LOOKED A LITTLE DOWN THE LAST TIME I SAW YOU*... SO I DROPPED BY TO BUOY YOUR SPIRITS! HERE--! I EVEN BROUGHT MY OWN WINE!

*SEE LAST ISSUE-- DANNY.

HEY! WHAT'S WITH THE DAMAGED WING? WHAT HAPPENED?!

IT'S NOTHING! I, ER, SPRAINED IT PLAYING RACQUETBALL.

GLAD TO HEAR IT ISN'T SERIOUS! I'D HATE FOR ANYTHING TO SPOIL OUR LITTLE PARTY!

WE HAVE SOME HEAVY CELEBRATING TO DO! I FINALLY MANAGED TO FIND STEADY MODELING WORK, AND I'M WALKING ON AIR!

THAT'S GREAT, MJ! I--

UH-OH! MY SPIDER-SENSE JUST KICKED IN! THERE'S DANGER--

"--LURKING OUTSIDE!"

GOT TO GET MARY JANE OUT OF HERE--BUT CAN'T LET HER KNOW ANYTHING'S WRONG!

LISTEN, LADY, I'D LOVE TO PARTY WITH YOU, BUT--

NO SALE, MR. PARKER!

THIS IS ONE TIME YOU CAN'T BRUSH ME OFF! I'M *NOT* LEAVING!

NOW, THEN, WHERE DO YOU KEEP YOUR CORKSCREW?

HM--?

NO TIME TO ARGUE! WHATEVER'S OUT THERE--

"--IS CLOSING IN ON US!"

SORRY, MJ, BUT YOU'VE REALLY GOT TO GO!

NOW--!

PETER! HAVE YOU LOST YOUR MIND?!

WHU--?! WHAT'S HAPPENING?

GOT TO SHOVE HER TO SAFETY BEFORE--

KRAASH!

WHEW! I BARELY HAD TIME TO GET MJ OUTSIDE BEFORE THIS CLOWN CRASHED IN! WHO IS HE-- AND WHAT DOES HE WANT?

SOMETHING TELLS ME I'D BETTER JAM THIS DOORFRAME SO THAT WE CAN'T BE DISTURBED!

SCRUTCH!

NOW, IF ONLY I CAN KEEP MY FACE COVERED... UNTIL MY COSTUME CAN DO ITS THING!

INCREDIBLE! THAT...THAT THING... LEAPED ACROSS THE ROOM AND MOLDED ITSELF AROUND SPIDER-MAN'S BODY! IF I HADN'T WITNESSED IT WITH MY OWN EYES--!

PUMA SHALL MAKE YOUR DEATH AS SWIFT--AND PAINLESS--AS POSSI-BLE!

GEE, THAT'S AWFULLY SPORTING OF YOU!

SO YOU'RE PUMA! NOW THAT WE'VE MET, I'D LIKE TO FORMALLY INTRODUCE YOU TO MY KNUCKLES!

≠UNH!≠ SHOULDN'T HAVE PULLED MY PUNCH! HIS JAW IS A LOT HARDER THAN IT LOOKS!

FWOK!

ARGGH!

SKRITCH!

FOOL! IT WILL TAKE MUCH MORE THAN A SINGLE BLOW TO STOP PUMA!

YOUR COSTUME--! CAN THE EVIDENCE OF MY HEIGHTENED SENSES BE TRUE?

NO! IT...IT JUST ISN'T POSSIBLE!

DOES MY COSTUME SPOOK YOU? IT SHOULD! IT CAME FROM AN ALIEN WORLD IN A DISTANT GALAXY--

--AND IT'S CAPABLE OF SOME PRETTY AMAZING TRICKS!

≡UNNN≤ I WISH MY BACK COULD HEAL ITSELF JUST AS QUICKLY!

MEANWHILE, OUTSIDE...

CAN'T HEAR WHAT'S BEING SAID BEHIND THIS DOOR, BUT ALL THAT CRASHING AROUND MEANS PETER'S IN TROUBLE! BIG TROUBLE!

PETER! *PETER!* ARE YOU ALL RIGHT IN THERE?

BWAM!

PETER--!

LET ME IN! *PLEASE--!*

BWAK!

FWAM!

IT'S NO USE! PUMA HAS THE ADVANTAGE IN CLOSE QUARTERS! I'VE GOT TO LURE HIM OUTSIDE-- WHERE I'LL HAVE MORE ROOM TO MANEUVER!

WHY DO YOU SEEK TO PROLONG THE INEVITABLE? YOU CAN'T AVOID ME FOREVER!

NO, BUT I CAN HAVE A LOT OF FUN TRYING--!

HE'S IN THE RIGHT SPOT AT LAST!

BANZAI!

THERE! HE DIDN'T EXPECT ME TO SUDDENLY SPRING FORWARD!

KRA-

ASH!

NOW, IF ONLY I CAN DIRECT OUR FALL--!

AND, AT THAT PRECISE MOMENT...

I DID IT! I FINALLY MANAGED TO FORCE THE DOOR OPEN!

FWOOK!

I'M HERE, PETER! I'M...

PETER--!

HE...HE'S GONE!

JUST THEN, AT A CERTAIN MIDTOWN SKYSCRAPER...

PLEASE MAKE YOURSELF COMFORTABLE...

...AS COMFORTABLE AS POSSIBLE!

WE HAVE MUCH TO DISCUSS!

ROSE, IT HAS COME TO MY NOTICE THAT YOU TOOK IT UPON YOURSELF TO ORDER THE EXECUTION OF SPIDER-MAN WITHOUT FIRST CONSULTING WITH ME!

EXPLAIN YOURSELF!

THE WEB-SWINGER WAS DISRUPTING MY OPERATIONS, MAKING IT DIFFICULT FOR ME TO RAISE MY MONTHLY REVENUE QUOTAS. SO, I ATTEMPTED TO SOLVE THE PROBLEM.

I FIND YOUR SOLUTION UNACCEPTABLE!

I DO NOT CHOOSE TO HAVE SPIDER-MAN KILLED...AT THIS TIME!

I TRUST MY POSITION IS CLEAR!

YES.

QUITE CLEAR.

ELSEWHERE...

PUMA! THIS IS CRAZY! INSANE--! WE'VE NEVER EVEN MET BEFORE TODAY! WHY ARE WE FIGHTING?

THE REASONS SHOULD BE OBVIOUS! YOU WISH TO PROLONG YOUR LIFE--

--WHILE I AM DETERMINED TO END IT!

HEY, I CAN'T FAULT YOUR LOGIC! IT'S CLEAR AND TO THE POINT! BUT IT DOESN'T ANSWER MY QUESTION! *WHY?*

WHY?!

BECAUSE I AM PUMA, AND YOU ARE MY CHOSEN PREY! ≠*UGNN*≠

FWAK!

STAY STILL! ONE SOLID PUNCH IS ALL I NEED TO FINISH YOU OFF--!

SORRY TO DISAPPOINT YOU, BUT I'M NOT EXACTLY THE WORLD'S EASIEST PERSON TO HIT!

FWISSS!

UNBELIEVABLE! EVEN WITH HIS ARM IN A SLING, AND A SEVERELY INJURED BACK, HE STILL MANAGES TO AVOID MOST OF MY BLOWS!

HIS SPEED-- AND AGILITY-- MUST NEARLY EQUAL MY OWN!

UH-OH! IT MUST BE MORE THAN AN HOUR SINCE I FIRST WEBBED UP MY ARM! MY SLING IS EVAPO-RATING--!

NO TIME TO SPIN A NEW ONE! MY SPIDER-SENSE IS TINGLING! PUMA MUST BE GETTING READY TO--

"--ATTACK!"

I'VE GOT YOU NOW!

≠*UFF*≠ COULDN'T AVOID HIS LEAP! MY INJURIES MUST BE SLOWING ME DOWN A LOT MORE THAN I REALIZED!

HIS MOMENTUM FORCED US OVER THE ROOFTOP'S EDGE! WE'LL BOTH BE SPLATTERED ON THE STREETS BELOW, UNLESS--!

=ARGGH= MANAGED TO SNAG THAT BUILDING'S CORNICE, BUT MY ARM--! THE PAIN IS INCREDIBLE!

PWIP!

GOTTA SWING US TOWARD ONE OF THOSE WINDOWS! FAST--!

BWASH!

=WHEW= I DID IT! LOOKS LIKE SOME SORT OF EXECUTIVE ATHLETIC CLUB!

I FEAR THAT I HAVE GREATLY UNDERESTIMATED YOUR ABILITIES, SPIDER-MAN! YOU ARE FAR MORE POWERFUL AND RESOURCEFUL THAN I FIRST IMAGINED!

THAT LITTLE MAN-EUVER WASN'T WHAT I HAD IN MIND, BUT IT PROVED TO BE QUITE EFFECTIVE!

THANKS! YOU'RE PRETTY TRICKY YOURSELF.

I'D REALLY LIKE TO KNOW HOW YOU EVER MANAGED TO TRACK ME DOWN TO THAT APARTMENT WHERE I WAS STAYING!

I AM A HUNTER WITHOUT PEER! I MERELY FOLLOWED YOUR SPOOR.

MY SENSES CAN BE HEIGHTENED UNTIL THEY OPERATE ON ALMOST MYSTICAL LEVELS!

ONCE I'VE BEEN EXPOSED TO A PREY'S INDIVIDUAL SCENT, IT CAN NEVER ESCAPE ME!

I'LL SAY ONE THING FOR YOU, PUMA--YOU DON'T LACK FOR CONFIDENCE!

CAREFUL! YOU MUSTN'T WEAR YOURSELF OUT BY SWINGING WILD LIKE THAT! AFTER ALL--

--THIS WORKOUT HAS BARELY BEGUN!

YOU MOCK ME!

NO ONE CAN DO THAT AND LIVE!

C'MON, PUMY, EVERY RULE HAS ONE EXCEPTION--

-- AND, IN THIS CASE, IT'S ME!

PWIP!

PWIP!

SPWOT

AMAZING--!

HE MANAGED TO WEB MY WEAPON TO THE WALL... JUST AS I WAS ABOUT TO THROW IT!

UGN CAN'T RIP IT FREE!

WAIT--! CAN MY HEIGHTENED SENSES BE TELLING ME THE TRUTH?!

I HAD ALWAYS ASSUMED THAT SPIDER-MAN'S WEBBING WAS SOMETHING ARTIFICIAL--A MAN-MADE SUBSTANCE--BUT NOW, AFTER TOUCHING IT, I REALIZE I WAS WRONG!

IT'S ORGANIC!

"ORGANIC"?!

ARE YOU SURE--?!

STOP TRYING TO PLAY ME FOR A FOOL, SPIDER-MAN! THAT ONLY SERVES TO INCREASE MY FURY--!

YOU MUST KNOW WHAT YOUR WEBBING'S COMPOSED OF--!

YEOW!

CAN'T ARGUE WITH PUMA NOW!

THAT'S A TON AND A HALF OF UNIVERSAL GYM BEARING DOWN ON ME! GOT TO LEAP ASIDE--!

BUT THEN, EVEN AS SPIDER-MAN BOUNDS TO SAFETY--

SPWAMM!

NO--! I SHOULDN'T HAVE LOST MY TEMPER LIKE THAT! INNOCENT LIVES WILL BE LOST WHEN THAT THING HITS THE STREET!

PWIP!

SPIDER-MAN! STOP--! WHERE DO YOU THINK YOU'RE--

"--GOING?!"

IT'S A GOOD THING I CAN STICK TO ANY SURFACE, BECAUSE I'VE GOTTA ANCHOR MYSELF TO THIS WALL--

--AND PRAY THAT THERE'S STILL TIME TO PREVENT THAT ONE TON TERROR FROM SQUASHING ANYONE!

TRIGGERED BY SPIDER-MAN'S THOUGHTS, TWIN STRANDS OF WEBBING RACE TOWARD THE PLUMMETING UNIVERSAL --

--SNAGGING IT IN MID-AIR--!

THOUGH THE WEBBING IS STRETCHED TO ITS MAXIMUM CAPABILITIES, IT HOLDS!

BUT...

=ARGH= PAIN IN MY ARM--! UNBELIEVABLE! BUT I GOTTA HOLD ON--!

RIPPP!

OH, NO! THE WALL CAN'T CAN'T SUPPORT THE ADDED WEIGHT! I'M BEING PULLED FREE--!

QUAMM!

IF SPIDER-MAN HADN'T DIVERTED THAT THING--!

WHAT ABOUT THE WEB-SWINGER HIMSELF?

"--HE'S FALLING!"

MUST REMAIN CALM! LIMP--!

IF I CAN HIT THE ROOF OF THAT BUS JUST RIGHT, THE IMPACT WILL BE EQUALLY DISTRIBUTED ACROSS MY ENTIRE BODY! IF NOT--

KA-VWAM!

SPIDER-MAN APPEARS TO HAVE SURVIVED HIS FALL! *GOOD!* HE IS A COURAGEOUS FOE--AND DESERVES A BETTER DEATH!

I COULD EASILY CRUSH HIM NOW...

...BUT THAT WOULD BE UNWORTHY OF ME!

I PREFER TO WAIT UNTIL HE HAS HAD A CHANCE TO RECOVER--TO REGAIN HIS FULL POWER!

ONLY THEN, WILL PUMA RETURN--

--TO CLAIM A VICTORY WORTH SAVORING!

PUMA'S GETTING AWAY! SWELL--! I'M NOT IN ANY SHAPE TO GO CHASING AFTER HIM! WONDER WHEN WE'LL MEET AGAIN?

SOMETIME LATER, AT THE SAINT LAUREN SUMMIT...

ONCE I FINISH PACKING, I'LL PHONE THE ROSE AND INFORM HIM OF MY DECISION TO TEMPORARILY POSTPONE OUR CONTRACT!

BING BONG

THE DOORBELL!

HIYA, PAL, WE'VE GOT A MESSAGE FOR YOU... FROM THE ROSE.

REALLY?

PLEASE COME IN...

HOW DID PUMA RE-ACT TO THE NEWS THAT WE WERE CANCELING HIS CONTRACT?

REAL GOOD.

IN FACT, HE LOOKED A LITTLE RELIEVED...

I TRUST YOU INFORMED HIM THAT HE WILL BE ADEQUATELY COMPENSATED FOR HIS TIME--?

YEAH! HE WAS PLEASED TO HEAR THAT, TOO!

WHAT ABOUT THE KINGPIN, BOSS? ARE YOU GOING TO LET HIM GET AWAY WITH MUSCLING YOU AROUND?

ONE MUST BE A REALIST IN THESE MATTERS, MR. JOHNSTON. THE KINGPIN OF CRIME CURRENTLY HOLDS ALL THE CARDS. IT WOULD BE PURE SUICIDE TO DEFY HIM.

PERHAPS THAT CAN CHANGE... WITH *MY* HELP!

WHO--?!

ALLOW ME TO INTRODUCE MYSELF! I AM...

HOBGOBLIN!

FOR A SEEMINGLY ETERNAL INSTANT, THE ROSE STUDIES THE MYSTERIOUS FIGURE WHO HOVERS IN THE AIR BEFORE HIM!

AND THEN, BENEATH HIS LEATHER MASK, THE ROSE BEGINS TO SMILE! AND PLAN--!

AT THAT EXACT MOMENT, A TAXI DISCHARGES A PASSENGER AT 410 CHELSEA STREET...

HOME AT LAST! THAT TUSSLE WITH PUMA LEFT ME SO WRECKED--THAT I BARELY HAD ENOUGH STRENGTH TO CHANGE INTO MY CIVVIES--AND FLAG DOWN THIS HACK!

=WHEW= WHAT A DAY! MY BACK IS KILLING ME, AND MY ARM FEELS WORSE!

AND MY MIND IS BUZZING WITH SO MANY UNANSWERED QUESTIONS!

WHY DID PUMA ATTACK ME IN THE FIRST PLACE? WHY DIDN'T HE FINISH ME OFF WHEN HE HAD THE CHANCE?

HHM! SOUNDS LIKE SOMEONE'S INSIDE MY APARTMENT! I WONDER IF FELICIA'S BACK--?

MARY JANE--?!

OMIGOSH, I HAD FORGOTTEN ALL ABOUT HER!

PETER--!

YOU'RE BACK! YOU'RE SAFE--!

ALL THAT CRASHING AND SHOUTING--! I THOUGHT I'D GO OUT OF MY MIND!

EVERYTHING'S ALL RIGHT, MJ! THOSE SOUNDS YOU HEARD WERE ONLY, ER, ONLY...

YOU DON'T HAVE TO MAKE UP ANOTHER ONE OF YOUR PHONY EXCUSES, PETER! NOT NOW--!

I KNOW THE TRUTH! THE *REAL* TRUTH!

WHAT ARE YOU TALKING ABOUT?

I'VE KNOWN YOUR SECRET FOR YEARS! UP UNTIL TODAY, I ALWAYS THOUGHT I COULD COPE WITH IT IF I EVER HAD TO EXPERIENCE IT FIRSTHAND--BUT I CAN'T! *I CAN'T--!*

I JUST CAN'T COPE WITH THE FACT THAT PETER PARKER IS SECRETLY *SPIDER-MAN!*

TO BE CONTINUED--!

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the AMAZING SPIDER-MAN

STAN LEE PROUDLY PRESENTS A STUNNING NEW CHAPTER IN THE LIFE OF...

SPIDER-MAN™

"THE SINISTER SECRET OF SPIDER-MAN'S NEW COSTUME!"

ALL IN ALL, IT'S BEEN A ROTTEN WEEK FOR **PETER PARKER.** IN HIS COSTUMED IDENTITY AS THE AMAZING **SPIDER-MAN,** HE HAS ALREADY FACED DEATH AT THE HANDS OF **SILVERMANE*** AND THE MAN-BEAST KNOWN AS **PUMA****...

AND NOW, AS HE RETURNS TO HIS CHELSEA APARTMENT, HE IS GREETED BY **MARY JANE WATSON,** ONE OF HIS OLDEST, DEAREST FRIENDS, WHO STAGGERS HIM WITH A MOST STARTLING REVELATION...

TOM DEFALCO --WRITER
RON FRENZ --PENCILER
JOSEF RUBINSTEIN --INKER
JOE ROSEN --LETTERER
BOB SHAREN --COLORIST
DANNY FINGEROTH --EDITOR
JIM SHOOTER --EDITOR-IN-CHIEF

I KNOW YOUR SECRET, PETER! I'VE KNOWN IT FOR YEARS!

YOU ARE **SPIDER-MAN!**

*SPECTACULAR SPIDER-MAN #94 & #95.
**AMAZING SPIDER-MAN #256 & 257--DANNY.

MY SECRET IDENTITY--! SHE KNOWS!

SHE KNOWS!

THIS IS ALL PUMA'S FAULT! IF ONLY HIS SUPER-SENSES HADN'T LED HIM HERE WHILE MARY JANE WAS VISITING--!*

MY SPIDER-SENSE WARNED ME OF HIS APPROACH IN SUFFICIENT TIME TO SHOVE HER INTO THE HALLWAY-- OUT OF HARM'S WAY-- BUT SHE MUST HAVE HEARD THE COMMOTION WHEN HE ATTACKED ME!

*SEE LAST ISSUE FOR DETAILS-- DANNY.

MARY JANE! WAIT--!

WE HAVE TO TALK!

WHAT'S THE USE, PETER?

YOU'RE ONLY GOING TO LIE TO ME!

YOU'LL DENY EVERYTHING, AND I REALLY CAN'T BLAME YOU!

AFTER ALL, HOW COULD YOU EVER CONFIDE IN AN AIRHEAD LIKE MARY JANE WATSON?!?

MARY JANE, PLEASE--!

I CARE ABOUT YOU, PETER! I REALLY DO! BUT YOU COME WITH SO MUCH BAGGAGE! YOU CAN'T IMAGINE HOW HARD IT IS TO ACCEPT THE FACT THAT ONE OF MY CLOSEST FRIENDS IS CONSTANTLY OUT RISKING HIS LIFE!

THAT'S WHY I ORIGINALLY LEFT NEW YORK!

I JUST COULDN'T TAKE IT ANYMORE!

2

I HAD TO GET AWAY FROM YOU... AND SPIDER-MAN!

UH-OH! AS IF I DIDN'T HAVE ENOUGH TO WORRY ABOUT, I SENSE SOMEONE OUTSIDE MY WINDOW--!

HAS PUMA RETURNED TO STRIKE AGAIN?!

OH--!

WHAT'S HAPPENING, LOVER? I JUST STOPPED BY TO--

≠WHOOPS≠

IT'S TRUE. IT'S ALL TRUE!

OH, *NO!* THE BLACK CAT JUST BLEW MY SECRET IDENTITY FOR SURE!

I... I GUESS I SHOULD BE GOING!

NO!

OF COURSE SHE SHOULD GO! SHE DOESN'T BELONG HERE!

MARY JANE, DON'T--!

CAT, PLEASE--!

WHO IS SHE?

WHAT'S SHE DOING HERE?

WHY DON'T YOU ANSWER ME?

GOODBYE, PETER!

MARY JANE!

PLEASE

DON'T

GO

PLEASE...

LET HER GO, LOVER! YOU DON'T NEED THAT BIMBO!

WHO *IS* SHE ANYWAY?

SHE'S A FRIEND, CAT! *A FRIEND!* BUT YOU JUST RUINED EVERYTHING!

HOW MANY TIMES HAVE I WARNED YOU ABOUT COMING IN MY FRONT WINDOW? *HOW MANY?!*

NO SALE, PARTNER! I'M NOT TAKING ANY OF YOUR GRIEF! NOT NOW--!

YOU'RE JUST MAD 'CAUSE I SCARED YOUR CUTIE!

WELL, I'M GLAD I DID! I THOUGHT WE HAD AN UNDERSTANDING! I THOUGHT YOU LOVED ME--!

I GUESS I WAS WRONG...

NO, CAT! *WAIT--!* YOU DON'T UNDERSTAND!

NO!

I WON'T LET YOU RUN OUT ON ME, TOO!

PW-I-P!

SUDDENLY, A SLENDER STRAND OF WEBBING BURSTS FROM PETER PARKER'S JACKET--

--STARTLING HIM NO LESS THAN THE BLACK CAT!

HEY!

YOU...WEBBED ME... BUT YOU DIDN'T EVEN *TRY* TO STOP HER! THAT MUST MEAN...

OH, SPIDER! I'M SO SORRY I DOUBTED YOU! CAN YOU EVER FORGIVE ME?

YEAH, SURE...

THAT WEBBING REALLY THREW ME!

*THOUGH HIS JACKET RESEMBLES ORDINARY CLOTH, PETER PARKER KNOWS THAT IT IS SECRETLY AN ALIEN, BLACK COSTUME, ACQUIRED ON A DISTANT PLANET,*WHICH CAN ASSUME ANY APPEARANCE HE DESIRES...*

I...NEVER REALIZED MY COSTUME COULD DO THAT--

* *SEE THE MARVEL SUPER HEROES SECRET WARS LIMITED SERIES, ON SALE NOW-- DANNY.*

--WHILE IT WAS STILL DISGUISED TO LOOK LIKE CIVVIES!

I'D BETTER BE MORE CAREFUL IN THE FUTURE!

I KNOW SO LITTLE ABOUT THIS COSTUME, AND ITS WEIRD ABILITIES--!

THAT TROUBLES ME, A LOT!

HEARTSDALE, NEW MEXICO...

FIREHEART ENTERPRISES

WILL THAT BE ALL, MR. FIREHEART?

YES, WILLIS. PICK ME UP AT THE USUAL TIME.

THOMAS, YOU'RE BACK--! HOW WAS YOUR TRIP TO NEW YORK?

INTERESTING, BUT NOT QUITE AS SUCCESSFUL AS I'D HOPED. WHAT'S NEW HERE?

HMM! LET'S SEE...

THE GOVERNOR CALLED. HE'D LIKE AN APPOINTMENT THIS THURSDAY.

FINE!

ER... JENNA, BEFORE WE GET BOGGED DOWN WITH BUSINESS, I HAVE A JOB FOR YOU...

ASSEMBLE A DOSSIER ON THE NEW YORK VIGILANTE WHO GOES BY THE NAME OF *SPIDER-MAN!*

GET EVERYTHING YOU CAN ON HIM! I AM ESPECIALLY INTERESTED IN ANY FILMS WHICH SHOW HIM IN ACTION.

I UNDERSTAND, THOMAS.

I KNEW YOU WOULD.

I KNOW JENNA DOESN'T APPROVE OF MY ACTIVITIES AS *PUMA*, BUT THAT CAN'T BE HELPED. MY FIRST ENCOUNTER WITH SPIDER-MAN ENDED IN A STALEMATE. I INTEND TO BE BETTER PREPARED FOR OUR NEXT MEETING.

OUR NEXT AND *FINAL* MEETING!

MEANWHILE, AT 410 CHELSEA STREET...

THERE! THAT OUGHT TO KEEP OUT ANY MORE UNWANTED VISITORS!

BWAK! BWAK! BWAK!

PUMA REALLY DID A JOB ON THIS WINDOW!*

BWAK! BWAK!

WHICH BRINGS UP ANOTHER PROBLEM! THE GUY MAY NOT REALIZE THAT PETER PARKER IS SPIDER-MAN, BUT HE DOES KNOW WHERE I LIVE!

* SEE LAST ISSUE-- DANNY.

SO WHAT DO I DO--*MOVE*?!

I CAN'T EVEN AFFORD THIS DIVE!

GUESS I OUGHT TO TRY MARY JANE AGAIN! THE LADY AND I HAVE TO TALK!

MOMENTS LATER, AT A FASHIONABLE UPPER WEST SIDE BROWNSTONE...

BRR-INGG!

BRR-INGG!

I WISH I COULD SAY GOODBYE TO YOU, PETER--

BRR-INGG!

--BUT IT'S BETTER FOR BOTH OF US IF I JUST QUIETLY VANISH OUT OF YOUR LIFE!

OH--!

THAT PHOTO MUST HAVE BEEN TANGLED UP WITHIN THIS BLOUSE!

GAYLE AND THE BOYS--!

OH, NO! IT'S HAPPENING ALL OVER AGAIN--!

I'M RUNNING OUT ON PETER JUST LIKE I RAN OUT ON MY OWN SISTER!

BRR-INGG!

WHY? WHY CAN'T I EVER STOP RUNNING?!

NO ANSWER! IT'S JUST AS WELL! WHAT WOULD I SAY TO HER ANYWAY?!

"HEY, MJ, IT'S ALL TRUE! I REALLY AM SPIDER-MAN, BUT YOU DON'T KNOW THE HALF OF IT...

"NOT ONLY DO I POSSESS THE PROPORTIONATE STRENGTH, SPEED AND AGILITY OF A SPIDER, I EVEN OWN A WEIRDO COSTUME WHICH RESPONDS TO MY THOUGHTS AND HANGS ITSELF UP AT NIGHT--!"

YEAH, THAT WOULD REALLY WOW HER!

AW, WHAT'S THE USE? EVERYWHERE I LOOK, I SEE MORE AND MORE PROBLEMS...

MY AUNT MAY WON'T SPEAK TO ME BECAUSE I DROPPED OUT OF GRADUATE SCHOOL!

MY RELATIONSHIP WITH THE BLACK CAT SEEMS TO BE GETTING SHAKIER BY THE MOMENT!

AND, THERE'S A HOST OF BADDIES WHO'D JUST LOVE TO ACE ME!

JOE ROBERTSON IS GIVING ME HASSLES AT WORK!

=SHEESH= WHY DOES EVERYTHING HAVE TO BE SO COMPLICATED?

IT'S SO DEPRESSING! SOMETIMES I FEEL LIKE I HAVE ABSOLUTELY NO CONTROL OVER MY OWN LIFE!

THAT FRIGHTENS ME...

SOON, A TROUBLED SLEEP CLAIMS THE TIRED, BROODING YOUNG MAN. BUT, SHORTLY AFTER IT DOES...

...HIS UNCANNY COSTUME BEGINS TO STIR!

SERPENTLIKE, IT GLIDES ACROSS THE FLOOR, REACHING FOR HIM--

--FLOWING OVER HIM, UNTIL IT COVERS HIS ENTIRE BODY!

AND THEN...

AND YET, EVEN THOUGH SPIDER-MAN HAUNTS THIS NIGHT, AGILELY SPRINGING FROM ROOFTOP TO ROOFTOP...

...IF WE COULD PEER BENEATH HIS MASK, WE WOULD SEE THAT PETER PARKER IS OBLIVIOUS TO ALL!

HE SLEEPS--

--AND DREAMS!

GASP

G-GOTTA KEEP RUNNING! CAN'T STOP--!

I CAN SENSE SOMETHING BEHIND ME! SOMETHING MONSTROUS!

IT'S GAINING ON ME! GETTING CLOSER--! CLOSER--!

ARGHH!

WAIT--! I CAN SEE IT BREAKING THROUGH THE MIST!

NO! IT CAN'T BE--! NOT YOU!

NOT YOU--!

SWAK!

WHA--? SOMETHING'S FORCING IT BACK! PUSHING IT AWAY--!

OH NO--!

IT... CAN'T BE!

PWAM!

I GOTTA GET AWAY FROM THESE MONSTERS BEFORE THEY KILL ME!

=UGNN=

NO! NO! LET ME GO!

STOP IT! PLEASE--! YOU'RE HURT-ING ME!

YOU'RE TEARING ME APART!

NOOOOO!

=WHEW= TALK ABOUT *GRADE A* NIGHTMARES!

AND I LOOKED LIKE I DID IN HIGH SCHOOL--!

WISH I KNEW WHAT TO MAKE OF THAT!

HEY!

THAT DREAM MUST HAVE SPOOKED ME MORE THAN I REALIZED!

IT LOOKED LIKE MY COSTUME WAS MOVING JUST THEN--

--BUT I DIDN'T THINK IT COULD DO THAT WITH-OUT AT LEAST SOME SORT OF MENTAL COM-MAND FROM ME!

UH-OH! IT'S LATER THAN I THOUGHT! MUST BE LATE AFTERNOON!

LOOKS LIKE I SLEPT THROUGH ANOTHER DAY!

I'VE BEEN DOING THAT LATELY! IN FACT, I'VE BEEN DOING A LOT OF STRANGE THINGS...

WELL, I CAN'T KEEP LIVING ON THE EDGE LIKE THIS--!

I'VE JUST GOT TO GET MYSELF TOGETHER! GOT TO TAKE CHARGE OF MY LIFE!

AND, I'M GOING TO START BY GET-TING SOME HARD ANSWERS ABOUT MY COSTUME...

AND SO, SOMETIME LATER...

THERE'S MY DESTINATION!

THE *BAXTER BUILDING*-- HEADQUARTERS OF THE *FANTASTIC FOUR!*

REED RICHARDS ONCE VOLUNTEERED TO ANALYZE MY COSTUME FOR ME!

BUT I JUST NEVER MADE THE TIME TO DROP IN ON HIM... UNTIL NOW!

HOPE HE'S HOME!

I WONDER IF I SHOULD HAVE PHONED AHEAD FOR AN APPOINTMENT?

UNKNOWN TO SPIDER-MAN, *SCANNERS*-- LOCATED ON THE BUILDING'S ROOFTOP-- ARE ALREADY AWARE OF HIS PRESENCE...

AND, ONCE THEY HAVE CONFIRMED HIS IDENTITY...

THIS WINDOW SUDDENLY OPENED IN FRONT OF ME! AND SINCE I'M NOT GETTING ANY SPIDER-SENSE DANGER WARNING TINGLE...

...I MIGHT AS WELL TAKE ADVANTAGE OF IT!

GREETINGS, SPIDER-MAN!

WHA--?! WHO ARE YOU?

I AM H.U.B.E.R.T.

MR. FANTASTIC AND THE HUMAN TORCH HAVE ALREADY BEEN NOTIFIED OF YOUR ARRIVAL. I SHALL ESCORT YOU TO THEM.

YEAH, THANKS.

I SHOULD HAVE REALIZED THAT *FF* HEADQUARTERS WOULD BE PROTECTED AGAINST SURPRISE VISITORS!

MOMENTS LATER...

YOU MAY ENTER THE THIRD LABORATORY ON THE LEFT. THEY ARE WAITING FOR YOU INSIDE.

WOW! THIS PLACE IS HUGE! AWESOME--!

HIYA, WEBS!

I'M SORRY THAT THE TORCH AND I COULDN'T BE THERE TO GREET YOU WHEN YOU ARRIVED, SPIDER-MAN, BUT WE WERE RIGHT IN THE MIDDLE OF A VERY IMPORTANT EXPERIMENT IN HEAT CONVERSION.

LONG TIME NO SEE, SPIDEY!

WHY THE UNEXPECTED VISIT?

I...ER...COULD USE SOME HELP, MATCHSTICK!

MY NEW COSTUME HAS BEEN ACTING KIND'A WEIRD LATELY, AND I WAS WONDERING IF...

NO PROBLEM, SON! I'D BE GLAD TO EXAMINE IT FOR YOU!

IN FACT, I WAS HOPING YOU'D TAKE ME UP ON MY EARLIER OFFER!

JUST RELAX--! IT WILL ONLY TAKE ME A FEW MINUTES TO ASSEMBLE THE PROPER TESTING EQUIPMENT.

I DON'T WANT TO ALARM SPIDER-MAN UNNECESSARILY, BUT IF WHAT I SUSPECT IS TRUE... THIS COSTUME IS FAR MORE THAN IT APPEARS TO BE!

MOMENTS LATER, THE TESTS BEGIN...

HM! NO TRACE OF ANY MECHANICAL STRUCTURES!

WHERE CAN THAT WEBBING BE ORIGINATING FROM?

PWIP!

IT CAN APPARENTLY MIMIC ANY OUTWARD APPEARANCE THAT YOU CAN PICTURE IN YOUR MIND! FASCINATING--!

AND THE WAY IT FLOWS ON AND OFF YOUR BODY--! AMAZING!

MEANWHILE, ACROSS TOWN--

--AT THE PENTHOUSE APARTMENT OF THE CRIMINAL MASTERMIND KNOWN SIMPLY AS...THE ROSE!

MR. JOHNSTON! MR. VARLEY!

I WISH YOU TWO WOULD STOP GAWKING AT OUR GUEST.

IT IS RATHER RUDE.

YOU NEEDN'T STAND ON SUCH CEREMONY, ROSE! I'M QUITE USED TO PEOPLE STARING AT ME!

AFTER ALL, WHO WOULDN'T BE IMPRESSED BY--

--THE HOBGOBLIN!

YES, YOU ARE IMPRESSIVE. I'LL GIVE YOU THAT!

HOWEVER, BEFORE I LISTEN TO WHATEVER PROPOSALS YOU WISH TO MAKE, THERE IS ONE SMALL MATTER WHICH CONCERNS ME!

ACCORDING TO SOME VERY RELIABLE WITNESSES, THE HOBGOBLIN IS DEAD*...

AS YOU CAN SEE FOR YOURSELF, THE RUMORS OF MY DEATH ARE GREATLY EXAGGERATED!

SEE ISSUE 251 -- DANNY.

PERHAPS. AND YET, ANY MAN CAN DON A COSTUME... EVEN ONE AS OUTLANDISH AS YOURS.

I TRUST YOU WILL NOT OBJECT TO A LITTLE TEST.

BZ-ZAT!

A TEST? OH, COME NOW, ROSE...

ONLY CHILDREN AND AMATEURS NEED TESTS...SO THAT THEY CAN PROVE THEIR SKILLS!

I AM THE HOBGOBLIN--

-- AND I WOULD FIND THIS WHOLE CHARADE INSULTING...

...WERE IT NOT SO *AMUSING!*

AARGH!

ENOUGH!

FIVE SECONDS! HE TOOK OUT A HANDFUL OF OUR BEST MEN IN FIVE SECONDS! UNBELIEVABLE--!

NOW THEN, LET'S GET DOWN TO BUSINESS, SHALL WE?

I BELIEVE YOU HAVE A PROPOSITION...

I DO! ONE WHICH WILL HELP INCREASE YOUR POWER...UNTIL IT RIVALS THAT OF THE KINGPIN OF CRIME HIMSELF--

I AM SATISFIED THAT YOU ARE WHO YOU CLAIM TO BE!

I WOULD APPRECIATE IT IF YOU PUT THAT MAN DOWN GENTLY--AND SPARED ME THE COST OF HIS HOSPITALIZATION!

--WHILE, AT THE SAME TIME, IT ALSO INSURES THE DEATH OF OUR MUTUAL FOE... *SPIDER-MAN!*

MEANWHILE...

TELL ME, WEBS, DO YOU EVER THINK ABOUT THE BEYONDER'S PLANET?

SOMETIMES... LATE AT NIGHT... BUT I WISH I DIDN'T!

WHEN I REMEMBER WHAT GALACTUS HAD PLANNED TO DO TO US--!* WELL, I STILL GET THE SHAKES!

REFRESHMENTS, GENTLEMEN?

* SEE THE SECRET WARS--DANNY.

HEY--! THAT'S NEAT THE WAY YOUR COSTUME MELTS AWAY FROM YOUR MOUTH LIKE THAT!

YEAH, I JUST HOPE REED CAN EXPLAIN HOW IT DOES THESE TRICKS!

MAYBE HE'S GOT IT FIGURED OUT BY NOW. LET'S GO SEE...

HOW'S IT GOING, REED?

ALMOST THROUGH! JUST RECHECKING THIS DATA!

THESE RESULTS ARE ALMOST TOO STARTLING TO BELIEVE--!

SPIDER-MAN, UP UNTIL NOW, YOU'VE BEEN UNDER THE IMPRESSION THAT YOUR COSTUME IS COMPOSED OF AN ALIEN MATERIAL WHICH POSSESSES MANY RATHER UNIQUE ABILITIES...

UNFORTUNATELY, THIS ISN'T THE CASE!

YOU ARE WEARING A HIGHLY EVOLVED *SYMBIOTE*-- A SENTIENT BEING WHICH HAS ATTACHED ITSELF TO YOU BOTH MENTALLY AND PHYSICALLY!

YOU MEAN... *IT'S ALIVE?!*

YOU'RE KIDDING, RIGHT?!

THIS IS A GAG!?!

I'M AFRAID NOT!

I SUGGEST YOU REMOVE IT IMMEDIATELY!

OKAY, SURE--

YEOW! I CAN'T--!

I'M ORDERING IT TO GET OFF ME-- BUT IT WON'T BUDGE!

IN FACT, IT'S GETTING TIGHTER! CRUSHING ME--!

OH, NO! IT'S JUST AS I FEARED--!

THE COSTUME IS AFRAID OF BEING SEPARATED FROM ITS HOST! IT'S ATTEMPTING TO PERMANENTLY GRAFT ITSELF TO SPIDER-MAN'S BODY!

WHAT SHOULD I DO, REED? TRY BURNING IT OFF HIM?

NO! THAT'S MUCH TOO DANGEROUS! YOU MIGHT SCORCH SPIDER-MAN IN THE PROCESS!

WE'LL HAVE TO TRY SOME-THING ELSE--!

WITHOUT ANOTHER WORD, MR. FANTASTIC STRETCHES HIS ARM DOWN A MAZE OF CORRIDORS--

--UNTIL, UNERRINGLY, IT REACHES HIS GOAL--

--HIS SONIC BLASTER!

AND THEN...

ARE YOU SURE THIS IS GOING TO WORK?

NO, BUT WE CAN PRAY--!

HURRY! *PLEASE--!*

IT'S WORKING--! THE SONIC WAVES ARE DRIVING IT OFF SPIDER-MAN'S BODY!
GET READY, JOHNNY--!
I READ YOU LOUD AND CLEAR, BOSS-MAN!
FLAME ON!
THERE--! I'VE ENCIRCLED IT WITHIN A WALL OF FLAME!
GOOD WORK!
NOW, AS IT TRIES TO LEAP OVER THE FLAMES--
--ALL I HAVE TO DO IS SCOOP IT INTO THIS SPECIAL CONTAINER...
...WHICH CAN LATER BE PROGRAMMED TO DUPLICATE ITS ORIGINAL ALIEN ENVIRONMENT!
IF YOU SAY SO!
HEY, SPIDEY--
--WHY ARE YOU COVERING YOUR FACE? YOU CAN'T BE *THAT* UGLY!
GIVE ME A BREAK, TORCH!
YOU MAY NOT HAVE A SECRET IDENTITY, BUT *I* DO!
RELAX, SON! I'M CERTAIN THE TORCH CAN RUSTLE UP SOMETHING FOR YOU!
YEAH, LEAVE EVERYTHING TO ME!
HM--!
AND SHORTLY...
PREEEESENTING...THE ALL-NEW, TOTALLY REVAMPED ***SPIDER-MAN!***
VERY FUNNY, FLAMEBRAIN! I'LL GET YOU FOR THIS--!
COULDN'T BE HELPED, WEBS! IT WAS EASY ENOUGH TO DIG UP AN OLD COSTUME FOR YOU TO SLIP INTO--
--BUT ÷HEH HEH÷ WE WERE A LITTLE SHORT ON MASKS...

KNOCK IT OFF, TORCH!
I STILL HAVE SOME IMPORTANT MATTERS TO DISCUSS WITH SPIDER-MAN!
I ASSUME THIS BELONGS TO YOU! IT MUST HAVE SLIPPED OUT OF YOUR COSTUME DURING ALL THE CONFUSION!
AS FOR THE "COSTUME" ITSELF...WELL, I THINK IT BEARS FURTHER INVESTIGATION...
SAY NO MORE--! YOU CAN *HAVE* IT!
I NEVER WANT TO SEE IT, AGAIN!
WHY WOULD SPIDER-MAN CARRY A CAMERA?
C'MON, SPIDEY! SINCE YOU CAN'T WEB-SWING YOUR WAY OUT OF HERE, I'LL GIVE YOU A LIFT TO A NEARBY ROOFTOP...
AND SO, SHORTLY...
ADIOS, AMIGO! I'M SURE YOU CAN GET HOME FROM HERE...WHEREEVER IT IS THAT YOU CALL HOME!
I'LL MANAGE! THANKS FOR THE RIDE!
THINK NOTHING OF IT! =HEH HEH= I HAVEN'T HAD THIS MUCH FUN SINCE I PULLED MY LAST APRIL FOOL'S GAG ON THE THING!
WHAT A DAY! I'M SO BUMMED OUT ABOUT MY COSTUME THAT I CAN'T EVEN GET MAD AT THE TORCH!
A SYMBIOTE! WHAT COULD IT HAVE BEEN FEEDING OFF OF? GLANDULAR SECRETION? FAT CELLS? BODILY WASTES--?
=*BRRR*= WHAT GRUESOME POSSIBILITIES--!--HEY! THIS COULD EXPLAIN WHY I'VE BEEN SO TIRED AND LISTLESS LATELY!
OH, NO!
AS IF I DIDN'T HAVE ENOUGH ON MY MIND, MY SPIDER-SENSE JUST STARTED A FOUR ALARM DANGER-BUZZ!
AND, I THINK I HEAR--

"--GUNSHOTS!"

LIQU

BLANG! BLANG!

POLICE

KA-POW!

OF ALL THE BLASTED LUCK--! THIS WOULD HAVE BEEN A SIMPLE HIT AND RUN IF THAT STUPID COP HADN'T STUMBLED ONTO THE SCENE!

COVER ME, HARRY! I THINK I'VE GOT A GOOD ANGLE ON HIM!

GO TO IT, KID! *TAKE HIM--!*

BLANG! BLANG! BLANGG!

=UNN=

I WINGED HIM!

GOOD SHOT, KID!

LET GO OF ME!

I GOT US A HOSTAGE! NOTHING CAN STOP US NOW--!

KA-SPWAT!

WANNA BET?

GOTTA MAKE THIS SHORT AND SWEET!

THAT COP WASN'T SERIOUSLY INJURED, BUT HE DOES NEED MEDICAL ATTENTION!

THREE DOWN, AND ONLY LAUGHING BOY TO GO--!

=SHEESH= I GOTTA KEEP THIS MASK FROM FALLING OFF MY FACE! I WONDER IF I LOOK AS DUMB AS I FEEL?

WH-WHO ARE YOU? WHAT DO YOU WANT?

ME? I'M JUST YOUR FRIENDLY NEIGHBORHOOD TRAVEL AGENT!

AND I'M HERE TO PRESENT YOU WITH A FREE TICKET TO LOOSE TOOTH CITY!

FWAK!

PLEASANT DREAMS, CHUCKLES!

YOU ALL RIGHT, LADY?

I...ER... THINK SO. THANKS!

LOOKS LIKE POLICE REINFORCEMENTS HAVE FINALLY ARRIVED--

--AND THEY'VE BROUGHT A WHOLE PASSEL OF REPORTERS WITH THEM!

OH, NO!

HOLD ON, FELLA! WE'D LIKE TO ASK YOU SOME QUESTIONS!

YOU'RE UNARMED! HOW'D YOU EVER SUB-DUE FOUR GUNMEN?

WHY ARE YOU WEARING AN OUTDATED FANTASTIC FOUR COSTUME? ARE YOU A NEW MEMBER--OR DO YOU PLAN TO APPLY FOR MEMBERSHIP?

WHO ARE YOU? WHY ARE YOU DRESSED LIKE THAT?

IS THIS SOME SORT OF SUPER HERO INITIATION PRANK?

PLEASE LOOK THIS WAY--!

WHERE DID YOU COME FROM?
WHY ARE YOU HERE?
WHAT DO YOU CALL YOURSELF?
DO YOU HAVE ANY SUPER POWERS?
POP
FLASH
POP
WHAT'S THE SIGNIFICANCE OF THE PAPER BAG?
LET ME OUT OF HERE!

WOW! DID ANYONE CATCH THAT ON FILM? HE MUST HAVE LEAPED TWENTY-FIVE FEET STRAIGHT UP!
KICK ME
GOT TO GET AWAY--!

MINUTES LATER...
WHY ME?
I CAN'T BELIEVE ALL THAT'S HAPPENED IN THE LAST TWENTY-FOUR HOURS!
MARY JANE ANNOUNCED THAT SHE'S ALWAYS KNOWN THAT I'M SPIDER-MAN! I HAVE AN ARGUMENT WITH THE BLACK CAT, AND A REAL DOOZIE OF A NIGHT-MARE!

NOT ONLY DO I LEARN THAT MY COSTUME'S ALIVE, BUT I'M ALSO MADE THE BUTT OF ONE THE HUMAN TORCH'S SICK PRANKS!
AND NOW, I'VE BEEN TOTALLY HUMILIATED
WHAT MORE COULD GO WRONG?

WHAT THE--?!
SNOW!

SWELL! NOW, IT'S SNOWING...IN THE MIDDLE OF THE SUMMER!
I DON'T KNOW WHAT'S GOING ON. I DON'T *WANT* TO KNOW.* I JUST WANT TO GO HOME, AND FORGET THIS DAY EVER STARTED
KICK ME

*IF YOU'RE CURIOUS, DEAR READER, I SUGGEST YOU PICK UP A COPY OF **THOR #349**, ON SALE SOON -- DANNY.

MUCH LATER...

...A SPOKESMAN FOR THE FANTASTIC FOUR DECLINED TO COMMENT TODAY ON THE SUDDEN APPEARANCE OF A NEW MASKED ADVENTURER! DUBBED THE "UNKNOWN SUPER HERO" BY THE PRESS--

--HE WAS INSTRUMENTAL IN THE ARREST OF FOUR GUNMEN WHO WERE ALLEGEDLY ROBBING A LIQUOR STORE THIS AFTERNOON!

OFFICER WILLIAM SLATTERY, WHO WAS WOUNDED AT THE SCENE, IS PRESENTLY LISTED IN SATISFACTORY CONDITION...

DAY IN EVE WAY I AM GETTI BETTE AND BETTE BURMA S

GOOD! I'M GLAD TO HEAR HE'S DOING OKAY!

HMMM...

THESE OLD WEB-SHOOTERS ARE IN A SORRY STATE!

NOW THAT I'VE LOST MY BLACK COSTUME, IT'S GONNA TAKE ME AWHILE TO OUTFIT MYSELF AS SPIDER-MAN AGAIN...

LUCKILY, I STILL HAVE AN OLD RED AND BLUE COSTUME WHICH I CAN WEAR UNTIL... *UH-OH!*

KNOCK! KNOCK!

I'M COMING--!

MARY JANE--?!

HELLO, PETER. CAN I COME IN?

HAVE YOU SEEN THE WEATHER OUTSIDE? REAL WEIRD, HUH?

YEAH, BUT WE CAN TALK ABOUT THE WEATHER SOME OTHER TIME... I'VE, ER, BEEN TRYING TO CALL YOU!

I KNOW.

LOOK, PETER, I'M REAL SORRY I RAN OUT ON YOU YESTERDAY. IT WAS A ROTTEN THING TO DO.

MARY JANE, I...

NO, PETER. PLEASE LET ME FINISH... YOU SEE, I'VE BEEN DOING A LOT OF THINKING ABOUT YOU... ABOUT US... AND I'VE COME TO A DECISION.

I'VE KNOWN YOUR SECRETS FOR QUITE SOME TIME, BUT YOU'VE NEVER KNOWN MINE. WELL, I GUESS IT'S ONLY FAIR THAT YOU DO...

MEANWHILE...

IN A SECLUDED LABORATORY LOCATED WITHIN FANTASTIC FOUR HEADQUARTERS...

WHAM! WHAM! WHAM!

THE ALIEN ENTITY, WHICH HAD BEEN SPIDER-MAN'S COSTUME, HAMMERS AT ITS UNYIELDING PRISON...

WHAM!

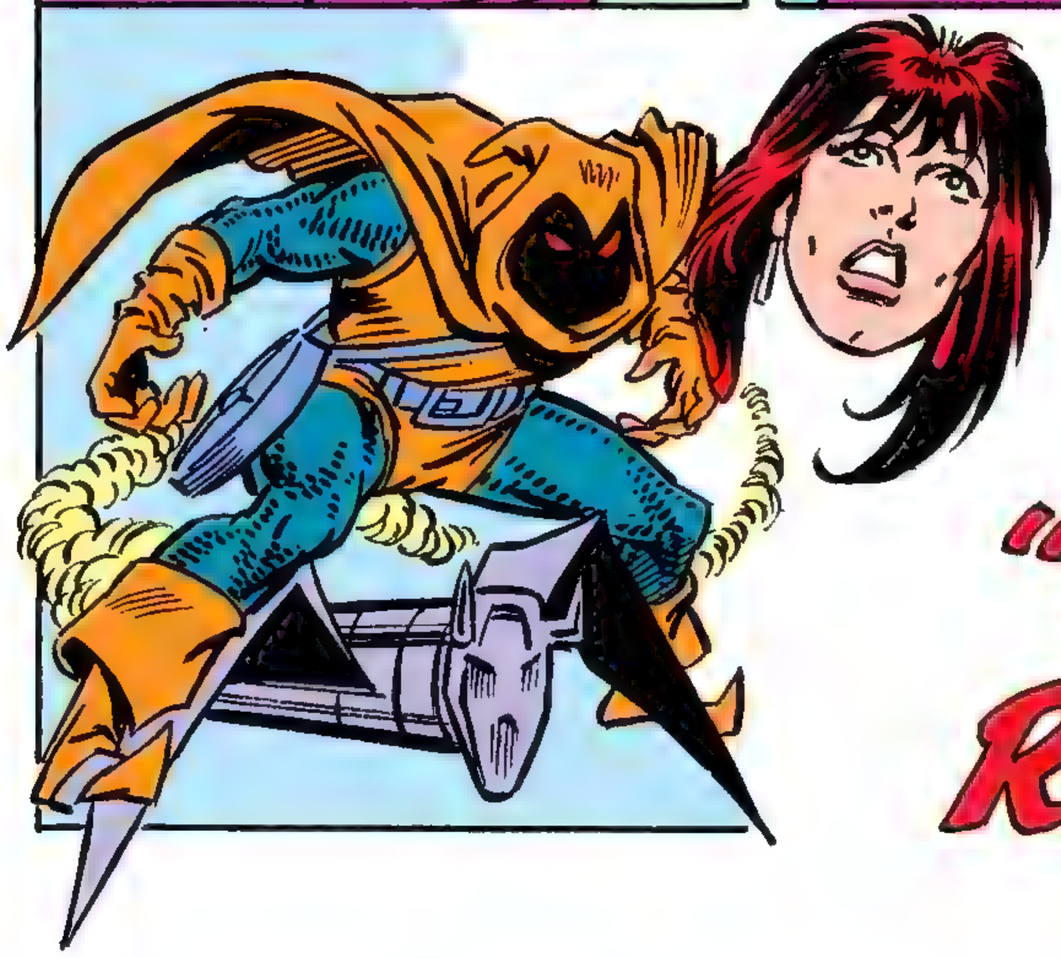
WHAM!

AND, EVEN AS IT ASSESSES ITS CURRENT SITUATION, IT BEGINS TO PLAN--!

WHAM!

TO HATE--!

TO HUNGER FOR REVENGE--!



NEXT ISSUE!

MARY JANE WATSON REVEALS HER TRAGIC PAST!

PLUS-- THE HOBGOBLIN STRIKES!

DON'T MISS...

"all My Pasts Remembered..!"

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the AMAZING SPIDER-MAN®

THE ORIGINAL IS BACK!

F/R

PLUS

THE NEVER-BEFORE-TOLD TRUE STORY OF MARY JANE WATSON!

THE HOBGOBLIN STRIKES!

SPIDER-MAN™

ALL MY PASTS REMEMBERED!

I'M REAL GLAD WE FINALLY GOT THIS CHANCE TO TALK, PETER.

I CAN JUST IMAGINE HOW CRAZY YOUR LIFE HAS BEEN LATELY... ESPECIALLY SINCE I TOLD YOU THAT I KNOW YOU'RE *SPIDER-MAN!**

WHAT AM I GOING TO DO? HOW CAN I EVER CONVINCE *MARY JANE* THAT SHE'S WRONG ABOUT MY SECRET IDENTITY?

SHOULD I EVEN TRY?!

STAN LEE *PRESENTS*
TOM DeFALCO-- *WRITER*
RON FRENZ-- *PENCILER*
JOSEF RUBINSTEIN-- *FINISHER*
JOE ROSEN-- *LETTERER*
BOB SHAREN-- *COLORIST*
DANNY FINGEROTH-- *EDITOR*
JIM SHOOTER-- *EDITOR-IN-CHIEF*

**SEE ISSUE #257-- DANNY.*

I CARE ABOUT MARY JANE. I REALLY DO! HECK, I EVEN PROPOSED TO HER ONCE.

WHAT'S THE HARM IN HER KNOWING THAT I'M SPIDER-MAN?

BUT SHE CAN BE SO FLAKEY AT TIMES! CAN I REALLY TRUST HER WITH MY GREATEST SECRET?

RELAX, PETER! I KNOW WHAT YOU'RE THINKING ABOUT, AND YOU NEEDN'T WORRY.

I'M NOT THE SPACE CADET I APPEAR TO BE...

IT'S FUNNY, WE'VE KNOWN EACH OTHER FOR A LONG TIME...

...BUT WE REALLY DON'T *KNOW* EACH OTHER!

WE'RE SUPPOSED TO BE FRIENDS, BUT WE NEVER OPEN UP TO EACH OTHER, WE DON'T SHARE...

WE'RE A GREAT PAIR, AREN'T WE?

I GUESS I NEVER QUITE LOOKED AT IT LIKE THAT.

FRIENDSHIP CARRIES SOME PRETTY BIG RESPONSIBILITIES, BUT WE'VE JUST BEEN COASTING ALONG.

I DO THAT A LOT! SOMETIMES I THINK I'VE SPENT MY WHOLE LIFE RUNNING AWAY FROM THAT KIND OF RESPONSIBILITY.

I GUESS I GET THAT FROM MY PARENTS...

DID I EVER TELL YOU ABOUT THEM?

"THEY MET IN COLLEGE. MOM WAS A DRAMA STUDENT, AND DAD MAJORED IN MODERN AMERICAN LITERATURE.

"OH, THEY WERE SO IN LOVE IN THOSE DAYS! THEY JUST COULDN'T WAIT TO GET MARRIED.

"AFTER GRADUATION, MOM WANTED TO MOVE TO NEW YORK CITY, TO TRY HER HAND AT ACTING, BUT DAD HAD OTHER IDEAS...

BE SENSIBLE, MADELINE! I'VE ALREADY BEEN OFFERED A TEACHING POSITION. IT'S ONLY A SMALL COLLEGE OUT IN THE MIDDLE OF NOWHERE, BUT IT IS A START...

OH, PHILIP, I'D MOVE TO SIBERIA IF IT WOULD MAKE YOU HAPPY!

"THEY WERE MARRIED ABOUT EIGHTEEN MONTHS WHEN THEY HAD MY SISTER *GAYLE*...

"I WAS BORN FOUR YEARS LATER.

"AS THE YEARS PASSED, DAD BECAME A FULL PROFESSOR. HE WAS POPULAR WITH HIS STUDENTS, AND THE COLLEGE ADMINISTRATION RESPECTED HIM.

"MOM DEVOTED HER LIFE TO US KIDS

"MY PARENTS MUST HAVE LOOKED LIKE THEY HAD IT ALL... BUT DAD WASN'T SATISFIED. HE WANTED TO WRITE! TO PROVE TO THE WORLD THAT HE HAD THE SKILL AND TALENT TO BE ANOTHER FITZGERALD, A FAULKNER--!

"HE DIDN'T!

NO! *NO!* IT ISN'T COMING OUT RIGHT!

IT'S TRASH! EVERYTHING I WRITE IS TRASH!

CAN'T YOU KEEP THOSE KIDS QUIET?

MADELINE, IT'S *YOUR* FAULT I CAN'T CONCENTRATE!

HUSH, GIRLS! YOUR FATHER IS TRYING TO WORK!

BUT WE WEREN'T DOING ANYTHING, MOMMA!

I KNOW, SWEETHEART!

"DAD BEGAN SWITCHING JOBS, MOVING FROM ONE COLLEGE TO THE NEXT. I DON'T KNOW WHAT HE WAS LOOKING FOR, BUT HE NEVER SEEMED TO FIND IT.

"MOM ENDURED THE CONSTANT MOVING, EVEN THOUGH SHE HATED IT.

"I WASN'T WILD ABOUT IT EITHER.

"AS A RESULT, GAYLE AND I WERE ALWAYS CHANGING SCHOOLS. IT WASN'T EASY TO MAKE FRIENDS... BUT I REALLY WANTED THE OTHER KIDS TO LIKE ME, TO NOTICE ME...

WE HAVE A NEW STUDENT... MARY JANE WATSON.

THAT'S ME -- THE ONE AND ONLY!

"I GUESS I BECAME A BIT OF A CLASS CLOWN!

"GAYLE HANDLED HER LONELINESS DIFFERENTLY. SHE BEGAN TO STUDY DANCE...

"SHE WOULD PRACTICE FOR HOURS... JUST HER AND HER MUSIC!

"MEANWHILE, THINGS CONTINUED TO GET WORSE BETWEEN MOM AND DAD...

I NEVER WANTED A HOUSE OR CHILDREN!

THEY'RE ANCHORS HOLDING ME DOWN!

"AND THEN, ONE DAY...

ENOUGH! THOSE BLOODY DANCE LESSONS ARE COSTING ME A FORTUNE!

SWAK!

PHILIP, NO--!

NOT THE CHILDREN--! DON'T TAKE YOUR FRUSTRATIONS OUT ON THEM, TOO!

"I COULDN'T BELIEVE MY FATHER HAD ACTUALLY STRUCK GAYLE! I FELT HELPLESS! ENRAGED--!

"I DIDN'T KNOW WHAT TO DO, SO I BEGAN TO RUN...

HEY, MARY JANE! WHERE YOU GOING IN SUCH A HURRY?

YOU OKAY--? YOU LOOK LIKE SOMETHING'S WRONG!

W-WRONG--?!

ARE YOU KIDDING?

NOTHING'S *EVER* WRONG WITH MARY JANE WATSON!

"MOM FINALLY GAVE UP ON HER MARRIAGE A FEW WEEKS LATER, WHILE MY FATHER WAS BEING HONORED BY HIS COLLEGE...

MAN OF THE YEAR

"WE SLIPPED OUT OF THE HOUSE WHILE HE WAS STILL AT THE AWARDS CEREMONY. I GUESS MOM JUST COULDN'T FACE HIM ANYMORE...

"A MESSY DIVORCE FOLLOWED! DAD SUED HER FOR DESERTION, AND THE COURT WASN'T VERY SYMPATHETIC TOWARDS HER...

"WE DIDN'T HAVE MUCH MONEY, SO WE WERE FORCED TO TURN TO FAMILY FOR HELP..."

I STILL DON'T SEE WHY WE'VE GOT TO TAKE THEM IN!

THEY'RE KIN, AND THEY'VE GOT NO-WHERE ELSE TO GO!

"IT WASN'T EASY ON US, BEING SHUFFLED FROM ONE SET OF RELATIVES TO ANOTHER, BUT I TRIED TO MAKE THE MOST OUT OF IT...

OH, DOLLINK! YOU'RE SO CUTE, I COULD DIIIE!

=GIGGLE= THAT'S A GREAT AUNT MARTHA, MARY JANE!

"IT'S FUNNY, BUT THERE WAS ONLY ONE RELATIVE THAT I ENJOYED VISITING. MY FATHER'S SISTER... *AUNT ANNA!* SHE ALWAYS MADE ME FEEL SO AT HOME--!"

MARY JANE, I WANT YOU TO MEET MY FRIEND MAY PARKER!

SHE HAS A NEPHEW WHO'S ONLY A YEAR OLDER THAN YOU!

"I MUST HAVE BEEN AROUND THIRTEEN WHEN I FIRST LAID EYES ON YOU, PETER! YOU WERE JUST STARTING HIGH SCHOOL, AND YOU LOOKED SO SERIOUS! A REAL BOOKWORM!

"DO YOU REMEMBER HOW OUR AUNTS WERE ALWAYS TRYING TO GET US TOGETHER?"

"DO YOU PETER?"

"PETER--?"

HOW COULD I EVER FORGET?

AUNT MAY WAS ALWAYS TRYING TO SET ME UP WITH ANNA WATSON'S NIECE, BUT I STILL MANAGED TO PUT OFF MEETING YOU FOR YEARS!

FOOLISH BOY!

DON'T BLAME ME! I WAS ONLY TOLD THAT YOU HAD A GREAT PERSONALITY, AND YOU KNOW WHAT *THAT* MEANS!

WHEN I THINK OF ALL THE TIME I WASTED AVOIDING YOU--!

THAT'S THE TROUBLE WITH TIME, PETER!

IT HAS A NASTY HABIT OF SLIPPING AWAY FROM US...

ELSEWHERE, AT THAT VERY MOMENT...

LET'S GO, GUYS! HURRY IT UP!

I SPENT A SMALL FORTUNE CONVERTING THESE STUPID TRAINS--

--INTO THE CITY'S CLASSIEST CASINO, AND I DON'T WANT ANYTHING GOING WRONG ON OPENING NIGHT!

YOU NEEDN'T WORRY, MR. HUDSON!

THE COPS WOULD NEVER THINK OF LOOKING FOR AN OPERATION LIKE THIS IN A "DESERTED" TRAIN YARD!

KA-BWAHH!

WHAT THE--?!

THE ROOF--! SOMETHING'S BLASTING A HOLE IN OUR ROOF!

AND THROUGH THAT HOLE SWOOPS A TERRIFYING FIGURE...

I'M AFRAID YOU'LL HAVE TO POSTPONE TONIGHT'S FESTIVITIES, MR. HUDSON! YOU AND I HAVE BUSINESS TO DISCUSS!

THE POLICE MAY NOT BE AWARE OF THIS SWEET LITTLE SET-UP, BUT NOTHING ESCAPES THE NOTICE OF *HOBGOBLIN!*

LET'S GET 'IM, LOUIE!

FORGET IT! WE AIN'T BEIN' PAID ENOUGH TO TAKE ON ACTION LIKE *HIM!*

WH-WHAT ARE YOU DOING HERE? WHAT DO YOU WANT?

WE ARE ABOUT TO BECOME BUSINESS ASSOCIATES, HUDSON!

I'M CUTTING MYSELF A PIECE OF YOUR PIE!

SINCE YOU'VE ALREADY INVESTED CONSIDERABLE EFFORT AND EXPENSE IN THIS ENTERPRISE, I SHALL CHOOSE NOT TO BE GREEDY!

I SHALL ONLY REQUIRE A SMALL PERCENTAGE OF YOUR WEEKLY PROFITS! SHALL WE SETTLE ON 10%?

YOU'VE GOTTA BE NUTS! I'M ALREADY KICKING INTO THE *KINGPIN'S* COFFERS!

WHY SHOULD I SPLIT WITH YOU, TOO?

THINK OF THE ALTERNATIVE! YOU CATER TO A VERY EXCLUSIVE CLIENTELE. HOW LONG WILL THEY CONTINUE TO PATRONIZE YOU IF I BEGIN TO MAKE LIFE UNPLEASANT FOR THEM...AND YOU?!?

YOU'D BEST CONSIDER MY PROPOSITION VERY CAREFULLY, HUDSON.

I COULD MAKE LIFE *MOST* UNPLEASANT, INDEED!

ELSEWHERE...
WHATEVER HAPPENED TO YOUR FATHER?
HE MOVED TO OREGON SOME YEARS AGO... AND HE DIDN'T EVEN BOTHER TO SAY GOOD-BYE.
I WROTE TO HIM A FEW TIMES, BUT HE NEVER ANSWERED MY LETTERS.
AFTER A WHILE, I STOPPED TRYING...
"MEANWHILE, MOM HAD FINALLY FOUND US A PERMANENT PLACE TO LIVE... WITH HER COUSIN, FRANK BROWN!
"FRANK WAS A STEEL WORKER WHOSE WIFE HAD DIED THE YEAR BEFORE...
"HE TOOK US IN ON THE CONDITION THAT MOM WOULD KEEP HOUSE FOR HIM, AND HIS THREE CHILDREN...
"LIVING WITH FRANK WAS QUITE AN EXPERIENCE. HE WAS A HARD MAN. STERN! UNFORGIVING! BUT, HE DID TREAT US FAIRLY--
"--AND, HE BROUGHT A CERTAIN AMOUNT OF STABLITY TO OUR LIVES. THAT'S WHEN GAYLE FIRST STARTED DATING TIMMY... *TIMMY BYRNES!*
"OH, HE WAS SUCH A HUNK IN HIGH SCHOOL! I WAS HALF IN LOVE WITH HIM MYSELF.
"I REMEMBER HOW HAPPY GAYLE WAS! EVERYTHING WAS FINALLY COMING TO-GETHER FOR HER!
"SHE WAS LIVING EVERY YOUNG GIRL'S FANTASY! NOT ONLY WAS HER BOYFRIEND THE CAPTAIN OF THE FOOTBALL TEAM--
T I M M Y
"-- BUT HE WAS ONE OF THE SCHOOL'S TOP SCHOLAR'S, TOO!
THE NATIONAL HONOR SOCIETY WELCOMES TIMOTHY BYRNES TO ITS RANKS!
N H S
"HER DANCE TEACHER WAS CERTAIN SHE HAD A REAL SHOT AT A COLLEGE SCHOLARSHIP.
"YEAH, THINGS LOOKED GREAT! IT'S A SHAME FANTASIES DON'T WORK OUT IN REAL LIFE...
8

"GAYLE KEPT STUDYING, AND WORKING AT HER ART!

"SHE LOVED TO DANCE! SHE REALLY DID!"

"BUT, IT WAS REAL OBVIOUS THAT SHE LOVED TIMMY EVEN MORE!

"AS FOR ME, I WAS BUSY WITH THE SCHOOL'S DRAMA DEPARTMENT...

JULIET! WHEREFORE ART THOU?

HERE I AM, TIGER!

HA HA HA

"NEEDLESS TO SAY, MY FIRST FEW PERFORMANCES LACKED A CERTAIN 'POLISH'...

"AS THE SCHOOL YEAR DREW TO A CLOSE, GAYLE DROPPED HER BIG BOMB...

TIMMY AND I HAVE DECIDED TO GET MARRIED AS SOON AS WE GRADUATE HIGH SCHOOL!

WHAT..?!

ARE YOU CRAZY?! YOU'RE THROWING AWAY YOUR CHANCE FOR COLLEGE! FOR EVERYTHING--!

YOU CAN'T TELL ME HOW TO LIVE MY LIFE, MOM--

BYE-BYE BIRDIE

--NOT AFTER THE MESS YOU MADE OF YOURS!

"IN THE END, GAYLE HAD HER WAY...

"THEY WERE MARRIED IN A SIMPLE CHURCH CEREMONY.

"SOON AFTER THAT THEY LEFT TOWN. TIMMY PLANNED TO ENTER A PRE-LAW COLLEGE PROGRAM IN THE FALL, AND GAYLE WAS GOING TO TAKE A JOB TO HELP SUPPORT THEM...

"FOR SOME CRAZY REASON, THAT SEEMED VERY ROMANTIC TO ME AT THE TIME.

"PRETTY DUMB, HUH?

"THE NEXT YEAR WAS A WILD TIME FOR ME. I WAS FIFTEEN, AND LIFE WAS BEAUTIFUL! I EVEN ACTED IN A FEW MORE PLAYS...

I HAVE ALWAYS DEPENDED ON THE KINDNESS OF STRANGERS!

" IT WASN'T BAD!

"AND THEN, I RECEIVED THE LETTER...

IT'S FROM GAYLE! SHE'S COMING TO VISIT. SHE HAS A SURPRISE FOR US!

I WONDER WHAT IT IS?

"WHEN THEY ARRIVED, WE FOUND OUT...

OH, GAYLE, I'M SO HAPPY FOR YOU AND TIM!

"YEAH, EVERYONE WAS HAPPY FOR THEM!

"WELL, *ALMOST* EVERYONE...

"I STILL REMEMBER THE DAY THE BABY WAS BORN! HE WAS THE CUTEST LITTLE BOY--!

"BUT THE EXPRESSION ON TIMMY'S FACE--! HE WAS ONLY NINETEEN, BUT HE LOOKED SO HAGGARD. SO DESPERATE! LIKE SOME CAGED ANIMAL--"

--OR A DROWNING MAN WHO HAD JUST BEEN TOSSED AN ANCHOR!

ITALIAN ICE

C'MON, MARY JANE, IT COULDN'T HAVE BEEN *THAT* BAD! I THOUGHT HE LOVED YOUR SISTER.

ITALIAN ICE

HE DID, BUT THAT DIDN'T CHANGE THE FACTS...

TIMMY HAD BARELY FINISHED HIS FIRST YEAR OF COLLEGE!

HE LOVED GAYLE! I'M SURE HE DID--! BUT THAT DIDN'T MEAN HE COULD ACCEPT THE RESPONSIBILITY FOR RAISING A FAMILY!

TRUE LOVE... *HA!*

IT DOESN'T STAND A CHANCE AGAINST REALITY!

WHAT GOOD IS IT, ANYWAY?!

MEANWHILE, JUST BEYOND CENTRAL PARK...

...A SMALL, UPPER WEST SIDE CONFECTIONARY STANDS.

Santellio's

CANDIES

AND, INSIDE THE BUSY STORE...

KEEP AN EYE ON THE PLACE, FELLAS!

I'LL BE IN THE BACK IN CASE ANY-BODY NEEDS ME.

HOW WE DOING, BOSS?

THE AFTERNOON TALLY LOOKS PRETTY GOOD SO FAR!

BETTER PLACE YOUR BETS, BOYS! THE NEXT RACE STARTS IN TWO MINUTES...

BWOOOM!

SAVE YOUR MONEY, GENTLEMEN!

THERE WILL ONLY BE *ONE* WINNER TODAY!

AND HIS NAME IS... *HOBGOBLIN!*

BWAKK!

WHAT ARE YOU CLOWNS WAITING FOR--AN ENGRAVED INVITATION?!

SMASH THAT FLYING FREAK BEFORE HE WRECKS THE PLACE!

YOU HEARD MR. SANTELLIO! *GET 'IM!*

WE'LL TACKLE HIM ALL AT ONCE!

÷UNN÷

YOU PATHETIC FOOLS!

BZ-ZAT!

YOUR COMBINED STRENGTH IS NOTHING WHEN COMPARED TO THE POWER OF HOBGOBLIN!

DON'T RUN AWAY, SANTELLIO! YOU AND I STILL HAVE BUSINESS TO DISCUSS!

NO! KEEP AWAY! DON'T--!

STOP SQUIRMING! YOU MUST REALIZE THAT THERE'S NO ESCAPE FROM ME!

LET GO! DON'T HURT ME! PLEASE--!

RELAX, SANTELLIO! FOR THE PRESENT, YOU ARE MUCH MORE VALUABLE TO ME ALIVE... BUT THAT COULD CHANGE!

WE ARE ABOUT TO BECOME BUSINESS PARTNERS! FROM THIS MOMENT ON, I AM IN FOR 10% OF YOUR WEEKLY TAKE!

S-SURE. ANYTHING YOU SAY!

GOOD! JUST CONSIDER ME AN ADDITIONAL EXPENSE WHICH YOU MUST PAY FOR THE PRIVILEGE OF OPERATING IN THIS FAIR CITY!

DON'T FEEL TOO BADLY, SANTELLIO! YOU MADE THE RIGHT DECISION! AFTER ALL, YOUR ONLY ALTERNATIVE--

--WAS DEATH!

÷UFF÷

MEANWHILE...

YOU OKAY?

YEAH... I GUESS SO.

I WAS JUST THINKING ABOUT TIMMY BYRNES...

HE REALLY WASN'T SUCH A BAD GUY.

I DON'T THINK HE EVER MEANT TO HURT GAYLE, OR ANYONE ELSE.

HE WAS JUST A KID WHO LET HIS LIFE GET OUT OF HIS CONTROL.

"POOR TIMMY! HE HAD ALWAYS DREAMED OF ATTENDING LAW SCHOOL, BUT HE WAS ONLY IN HIS SECOND YEAR OF UNDERGRADUATE STUDY...AND HE ALREADY HAD A WIFE AND BABY TO SUPPORT!

"THINK OF THE STRAIN HE MUST HAVE BEEN UNDER! THE PRESSURE--!

"NO WONDER HIS GRADES BEGAN TO SLIP...AND HIS MARRIAGE BEGAN TO FAIL!

YOU'RE THE REASON I CAN'T STUDY PROPERLY!

YOU AND YOUR KID!

"GAYLE WAS CONFUSED! DESPERATE! SHE STARTED CALLING MOM FOR ADVICE, FOR SUPPORT--! BUT THAT LED TO OTHER ARGUMENTS...

GET OFF THE PHONE, MADELINE!

LET THE KIDS SOLVE THEIR OWN PROBLEMS!

FRANK, *PLEASE--!* MY DAUGHTER NEEDS ME!

"MAYBE UNCLE FRANK WAS RIGHT! MAYBE MY MOTHER SHOULDN'T HAVE GOTTEN SO INVOLVED! SHE HADN'T BEEN FEELING WELL FOR MONTHS, AND THOSE PHONE CALLS CERTAINLY WEREN'T DOING HER ANY GOOD.

"I KNOW *I* TRIED TO SHUT GAYLE AND TIMMY OUT OF MY MIND...

"I WAS ONLY IN HIGH SCHOOL! PROMS AND PARTIES--THAT'S ALL I WANTED TO THINK ABOUT!

"BUT THEN, GAYLE CALLED WITH A RATHER STARTLING ANNOUNCEMENT...

MOM, I...I'M PREGNANT, AGAIN!

THAT'S WONDERFUL, SWEET-HEART!

"MOM STILL WASN'T IN THE BEST OF HEALTH, BUT SHE DECIDED TO CELEBRATE GAYLE'S NEWS WITH A SURPRISE VISIT! SHE TRULY BELIEVED THAT A SECOND CHILD WOULD FORCE TIMMY TO ACCEPT HIS RESPONSIBILITIES, WOULD HEAL THE MARRIAGE! BUT...

GAYLE, WHAT'S WRONG? WHERE'S TIMOTHY?

HE'S...GONE! PACKED HIS BAGS AND LEFT.

SAID HE COULDN'T COPE WITH THE THOUGHT OF ANOTHER CHILD!

"I SUPPOSE I SHOULD HAVE HATED TIMMY FOR WHAT HE'D DONE TO GAYLE... BUT I COULDN'T! NOT WHEN I WANTED TO RUN AWAY, TOO!

DON'T WORRY, DEAR! YOUR SISTER AND I WON'T DESERT YOU! I'LL PHONE YOUR UNCLE FRANK, AND TELL HIM WE'RE STAYING HERE!

"IN THE MONTHS THAT FOLLOWED, MOM'S HEALTH CONTINUED TO DETERIORATE. SHE GREW WEAKER AND WEAKER, UNTIL SHE HAD TO BE HOSPITALIZED...

"THAT'S WHEN WE FIRST LEARNED SHE WAS DYING.

"MY WHOLE WORLD WAS RAPIDLY BURSTING APART--!

"TO HELP WITH THE BILLS, I DROPPED ALL MY EXTRACURRICULAR ACTIVITIES--INCLUDING DRAMA CLUB--AND DEVOTED MYSELF TO A SERIES OF AFTER-SCHOOL JOBS...

"WITH ALL HER GRIEF, MY MOM STILL HAD ONE LAST DREAM. SHE WAS DETERMINED TO LIVE LONG ENOUGH TO SEE HER SECOND GRANDCHILD.

"SHE... DIDN'T MAKE IT.

I KNOW THINGS LOOK PRETTY BAD NOW, MARY JANE, BUT WE'LL FIND A WAY TO MAKE THINGS WORK OUT. TRUST ME--!

ONCE I HAVE THIS BABY, I'LL GET A FULL-TIME JOB...AND YOU WON'T HAVE TO WORK SO HARD AFTER SCHOOL!

WE CAN FIND SOMEONE TO WATCH THE KIDS DURING THE DAY, AND--

NO.

NO!

YOUR KIDS ARE YOUR PROBLEM! I'VE GOT MY OWN LIFE TO LIVE--AND I'M NOT GOING TO WASTE IT, LIKE MOM WASTED HERS!

YOU AND MOM--AND EVEN TIMMY--GAVE UP YOUR DREAMS BECAUSE YOU WANTED TO MAKE SOMEONE ELSE HAPPY!

WELL, THAT'S *NOT* GOING TO HAPPEN TO ME!

MARY JANE, *WAIT*--!

NO! I WANT MORE OUT OF LIFE! MUCH MORE!

"POOR GAYLE! I NEVER LOOKED BACK AT HER. I JUST STARTED RUNNING..."

...AND, IN ONE WAY OR ANOTHER, I'VE BEEN RUNNING EVER SINCE!

IT'S ALMOST BEEN FOUR YEARS SINCE I LAST SAW MY SISTER. HER SECOND CHILD WAS ANOTHER BABY BOY...

CUTE LITTLE GUY, TOO! AUNT ANNA SHOWED ME PICTURES WHEN HE WAS BORN.

I ONLY WISH MOMMA COULD HAVE LIVED TO SEE HIM...

WHY DON'T *YOU* GO SEE HIM? MAYBE YOU AND YOUR SISTER COULD FINALLY COME TO TERMS.

I DON'T THINK THAT'S POSSIBLE, PETER, TOO MUCH TIME HAS PASSED...

I'VE PHONED GAYLE A FEW TIMES OVER THE YEARS... MOSTLY ON HOLIDAYS AND THE KIDS' BIRTHDAYS. SHE'S NEVER HAPPY TO HEAR FROM ME.

I DON'T THINK SHE'S EVER FORGIVEN ME FOR DESERTING HER.

I REALLY DON'T BLAME HER! I'VE NEVER FORGIVEN MYSELF, EITHER.

MY AUNT MAY ONCE TOLD ME THAT MARY JANE AND I HAD A LOT IN COMMON. WE'VE BOTH LOST...SO VERY MUCH.

AUNT MAY...I'VE EVEN LOST *HER* RECENTLY! SHE HASN'T SPOKEN TO ME SINCE I TOLD HER THAT I HAD DROPPED OUT OF GRADUATE SCHOOL!

I REALLY SHOULD HAVE STRAIGHTENED THINGS OUT BETWEEN US LONG BEFORE NOW, BUT I'VE JUST BEEN SO BUSY LATELY. I JUST HOPE I HAVEN'T LET TOO MUCH TIME PASS...

AND, I STILL DON'T WHAT TO DO ABOUT MARY JANE KNOWING MY SECRET IDENTITY. THE GIRL JUST BARED HER SOUL TO ME! HOW CAN I LIE TO HER NOW?!

I REALLY DIDN'T MEAN TO LAY ALL MY GRIEF ON YOU, PETER. IT JUST SORT OF CAME OUT.

YOU'RE A GOOD LISTENER.

IN A FUNNY WAY, I SUPPOSE THIS MAKES US EVEN.

HOW DO YOU MEAN?

I KNOW YOUR GREATEST SECRET AND NOW, YOU KNOW ALL OF MINE...

PETER, I NEVER MEANT TO TELL YOU THAT I KNEW YOU WERE SPIDER-MAN. I DIDN'T KNOW HOW YOU'D REACT! IN FACT, I ALMOST RAN OUT ON YOU, AGAIN...

BUT, I COULDN'T!

I CARE ABOUT YOU, PETER. I REALLY DO!

I MAY FIND IT REAL HARD TO COPE WITH THE FACT THAT YOU GET YOUR KICKS BY RISKING YOUR NECK, BUT THAT DOESN'T CHANGE MY FEELINGS FOR YOU!

LOOK, I DON'T WANT YOU TO MISUNDERSTAND-- I'M NOT TALKING ABOUT *LOVE!*

I KNOW, MARY JANE. I GUESS I FEEL THE SAME WAY ABOUT YOU...

AND, I JUST WANT YOU TO KNOW THAT YOUR EVER-AMAZING *SPIDER-MAN* IS REAL PROUD TO COUNT YOU AMONG HIS FRIENDS!

OH, PETER! YOU CAN BE SUCH A CORN-BALL...!

WHAT'S GOING TO HAPPEN TO US NOW?

WHO KNOWS?

MAYBE WE SHOULD JUST TAKE IT ONE DAY AT A TIME...

JUST THEN, AT THE **BAXTER BUILDING**, WORLD FAMOUS HEADQUARTERS OF THE **FANTASTIC FOUR**...

HEY, REED...

...I FINALLY MANAGED TO DISCONNECT THIS MODULE FROM YOUR OLD PARTICLE ACCELERATOR. WHERE DOES IT GO NOW?

REED--?

YOO-HOO!

OH, HELLO, SHE-HULK. I'LL BE WITH YOU IN A MOMENT...

GEE, I HOPE I'M NOT INTERRUPTING AN IMPORTANT EXPERIMENT.

NOT AT ALL! I WAS JUST USING MY THOUGHT TRANSMITTER--

--IN AN ATTEMPT TO ESTABLISH CONTACT WITH THIS ALIEN ENTITY. BUT, SO FAR, I'VE BEEN UNSUCCESSFUL.

YOU PROBABLY DON'T RECOGNIZE IT IN THIS FORM, BUT SPIDER-MAN BROUGHT IT BACK WITH HIM FROM THE BEYONDER'S PLANET.* UP UNTIL RECENTLY, HE WAS WEARING IT AS HIS COSTUME...

...BUT THEN, I EXAMINED IT, AND DISCOVERED THAT IT WAS, IN FACT, A LIVING CREATURE...

*SEE THE **MARVEL SUPER HEROES SECRET WARS** LIMITED SERIES FOR DETAILS --DANNY.

...A *SYMBIOTE* THAT WAS DETERMINED TO PERMANENTLY GRAFT ITSELF TO THE WEB-SWINGER'S BODY! *

÷WHEW÷ AND I USED TO THINK IT LOOKED SEXY ON HIM!

*AS RELATED LAST ISSUE -- DANNY, AGAIN!

WHAT MAKES YOU THINK YOU CAN COMMUNICATE WITH IT?

JUST A HUNCH, REALLY. IT USED TO RESPOND TO SPIDER-MAN'S THOUGHTS.

THAT COULD IMPLY A CERTAIN LEVEL OF INTELLIGENCE.

GIVE ME A BREAK! NEXT, YOU'LL BE TELLING ME THAT IT'S CAPABLE OF FEELING EMOTIONS. LIKE LOVE...

...AND HATE!

MEANWHILE, ACROSS TOWN...

YOU HAVE DONE WELL, MY FRIEND!

WITHIN A FEW WEEKS, WE WILL CONTROL ALL OF THE MAJOR GAMBLING INTERESTS IN THIS CITY.

EXACTLY! I TOLD YOU MY PLAN WAS FOOL-PROOF!

WITH YOUR INSIDER'S KNOWLEDGE OF THE RACKETS AND MY POWER, NOTHING CAN STOP US!

I TRUST YOU HAVEN'T FORGOTTEN ABOUT THE *KINGPIN OF CRIME.*

HE WILL NOT BE PLEASED WHEN HE LEARNS THAT THE *HOBGOBLIN* HAS JOINED FORCES WITH *THE ROSE!*

WE WILL DEAL WITH THE KINGPIN IN DUE TIME!

BUT NOW I AM MUCH MORE CONCERNED WITH A MATTER OF PERSONAL VENGEANCE. I WOULD LIKE TO BORROW A FEW OF YOUR MEN!

I WANT THEM TO PAY A BUSINESS CALL ON SOME OLD FRIENDS OF MINE...

...MR. AND MRS. HARRY OSBORN!

TWO HOURS LATER...

IT'S A SHAME MARY JANE HAD A DATE TONIGHT! WE WERE GETTING ALONG SO WELL! I WONDER IF WE COULD EVER--

WHOA! I DON'T LIKE THE DIRECTION THAT THOUGHT WAS TAKING!

I'M ALREADY IN LOVE WITH THE BLACK CAT! I SHOULDN'T EVEN BE THINKING ABOUT MARY JANE IN THAT LIGHT... BUT I CAN'T SEEM TO HELP MYSELF!

WHY CAN'T ROMANCE EVER BE SIMPLE?

BAH! I CAN'T WORRY ABOUT MY SCREWED UP LOVE LIFE NOW!

IF THIS AFTERNOON CONVINCED ME OF ANYTHING, IT'S THAT I'VE GOT TO MAKE PEACE BETWEEN ME AND AUNT MAY BEFORE ANYMORE TIME PASSES!

I'LL SEE HER TONIGHT!

KLICK

MIGHT AS WELL CATCH THE EVENING NEWS WHILE I CHANGE CLOTHES.

EH--?!

÷SPUTTER÷... HAD BATTLED THE MYSTERIOUS SPIDER-MAN ON MANY OCCASIONS! UP UNTIL RECENTLY, THE AUTHORITIES BELIEVED HIM DEAD--

-- BUT NEW EVIDENCE SEEMS TO INDICATE OTHERWISE! THE *HOBGOBLIN* MAY WELL BE ALIVE!

NUMEROUS EYEWITNESSES CLAIMED TO HAVE SEEN HIM GLIDING OVER THIS CITY'S ROOFTOPS EARLIER THIS AFTERNOON!

THE HOBGOBLIN--! I NEVER REALLY BELIEVED HE DIED THE LAST TIME WE FOUGHT!*

I'VE BEEN WAITING FOR THIS--! I ALWAYS KNEW I'D HAVE TO FACE HIM, AGAIN!

*SEE ISSUE #251--DANNY!

CAN'T WASTE A MOMENT! GOT TO TRY TO FIND HIM!

LOOKS LIKE I'M GOING TO HAVE TO PUT OFF SEEING AUNT MAY FOR ANOTHER NIGHT!

I'M SURE I LEFT MY COSTUME IN HERE! WHERE *IS* IT?

AH!

THIS OLD THING MAY NOT BE HALF AS FLASHY AS THE BLACK THREADS I'VE BEEN SPORTING THE PAST FEW WEEKS, BUT I ALMOST FEEL LIKE I'M WELCOMING AN OLD FRIEND BACK HOME, AGAIN!

I'VE ALWAYS FELT PARTIALLY RESPONSIBLE FOR THE CREATION OF HOBGOBLIN!

HE'S ALREADY KILLED A FEW PEOPLE!

I WON'T LET THAT HAPPEN, AGAIN!

I'D BETTER CHECK ALL MY EQUIPMENT NOW. I WON'T HAVE TIME LATER.

HM! MY SPIDER-SIGNAL SEEMS TO BE FUNCTIONING PROPERLY!

SNAP!

MY AUTOMATIC CAMERA IS LOADED WITH FRESH FILM. GOOD! IF I'M LUCKY, I CAN SNAP A FEW PIX FOR THE DAILY BUGLE!

I'LL JUST SLIDE IT INTO PLACE TO THE LEFT OF MY SPIDER-SIGNAL!

THIS WEB-SHOOTER CHECKS OUT FINE!

SO DOES THIS ONE! I EVEN LOADED THEM WITH FRESH WET-FLUID CARTRIDGES, SO I WON'T HAVE TO WORRY ABOUT RUNNING LOW ON WEBBING!

I CAN'T BE TOO CAREFUL WHEN IT COMES TO HOBGOBLIN! HE'S ONE OF THE MOST DANGER-OUS FOES I'VE EVER FOUGHT!

HE'S GOT AN ARSENAL OF DEADLY WEAPONS AT HIS COMMAND!

HIS SUPER-STRENGTH IS NEARLY THE EQUAL OF MY OWN!

AND, I'VE NEVER MET ANYONE HALF AS CUNNING--!

HE'S ALWAYS MANAGED TO FIGHT ME TO A DRAW IN THE PAST!

NOT THIS TIME!

HE'S NOT GETTING AWAY FROM ME AGAIN! I'M GOING TO FIGHT HIM LIKE I'VE NEVER FOUGHT BEFORE--*AND I'M GOING TO WIN!*

WHEN I'M FINISHED WITH HIM, THE HOBGOBLIN'S GOING TO KNOW HE'S BEEN BEATEN! HE'S GOING TO KNOW WHAT IT MEANS TO FACE THE POWER OF *SPIDER-MAN!*

NEXT ISSUE!

THE BATTLE YOU DEMANDED!

BE HERE AS THE SPECTACULAR SPIDER-MAN FACES--

THE CHALLENGE OF HOBGOBLIN!

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the AMAZING SPIDER-MAN® ANNUAL

FRENZ/GUICE

THE SCORPION TAKES A BRIDE!

BUT IT'S J. JONAH JAMESON'S!

SCRIPTED BY STAN (THE MAN) LEE!

Stan Lee PRESENTS:

THE SCORPION TAKES A BRIDE!

(BUT NOT THE WAY YOU THINK!)

SPIDER-MAN™

I STILL REMEMBER THE START OF IT. I HEARD THE GUN-SHOTS AS SOME BANK ROBBERS TRIED TO ESCAPE BY HELICOPTER. I KNEW IT MEANT I'D MISS THE A-TEAM TONIGHT. BUT THAT'S THE BREAKS WHEN YOUR NAME IS--SPIDER-MAN!

WELL, WADDAYA KNOW! THEY ROBBED THE FIRST NATIONAL AND THEY'RE TAKING OFF IN A HIGH-TECH WHIRLYBIRD.

WHAT HAPPENED TO THE GOOD OL' DAYS WHEN I ONLY HADDA CHASE AFTER SOUPED-UP SEDANS?

THEY WERE TOO FAR FOR MY WEBBING TO REACH. ANY SANER SUPER HERO WOULD HAVE QUIETLY WALTZED AWAY FROM THIS LITTLE TABLEAU.

BUT I'VE NEVER BEEN ACCUSED OF TERMINAL SANITY.

PLOT BY: TOM DeFALCO
BREAKDOWNS BY: RON FRENZ
FINISHES BY: BOB LAYTON and JACKSON GUICE
COLORS BY: BOB SHAREN
LETTERS BY: JOE ROSEN
EDITED BY: DANNY FINGEROTH
EDITOR-IN-CHIEF: JIM SHOOTER
SCRIPTED (FOR THE FIRST TIME IN 12 YEARS) BY STAN LEE (THAT'S RIGHT--*STAN LEE!*)

IF MY WEBBING COULDN'T REACH 'EM FROM THERE...

THERE WAS ONLY ONE THING TO DO...

GET CLOSER.

LIKE SO.

BINGO! THESE LITTLE "THWIPPS" ARE MUSIC TO MY SHELL-LIKE EARS.

THWIPP!

THWIPP!

THAPPP!

I WAS SO TAKEN WITH THE RAPTURE OF THE MOMENT, THAT I ALMOST FORGOT IT WASN'T A TEA PARTY. UNTIL --

THE WEB-SWINGER! WE'LL MAKE MINCEMEAT OUTTA HIM!

FROM HERE ON, IT'S BY THE NUMBERS. I'LL JUST CLIMB TO THE COCKPIT...

YEAH. SO I THOUGHT.

BUT MY BANK-BUSTIN' BUDDIES HAD OTHER IDEAS.

THEY SAW ME. THEY'RE TRYING TO SHAKE ME OFF.

WHOA, GUYS! YOU'RE ZINGIN' TOO LOW!

IF THE PILOT WASN'T A CERTIFIED LUNATIC HE WAS PUTTING ON A GREAT ACT.

THIS WASN'T A MOVIE. IT WAS REAL LIFE.

UP! GET UP! YOU'RE GONNA CRASH!

BUT IT WAS LOOKING MORE LIKE REAL DEATH!

NEWSSTAND

I NEVER REALIZED I WAS SO PERSUASIVE. SECONDS LATER...

HE'S GAINING ALTITUDE!

YEP, HE WAS HEADING UP AGAIN, BUT I HAD NO REASON TO CHEER.

NOW I SEE WHAT HE'S AFTER.

HE'S TRYING TO BRUSH ME OFF, BY SLAMMING ME INTO--

=UNHHH= THAT WAS TOO CLOSE!

OH NO! HE'S HEADING DOWN AGAIN!

SUDDENLY, THEY LEARNED THE HARD WAY: DUMB LUCK CAN'T LAST FOREVER.

BANK 'ER, YOU FOOL!

TOO LATE! WE HIT THE TOWER! THE ROTOR'S SNAPPED!

WE'RE FALLING!

CAN'T LET THE SHIP HIT THE STREET!

BUT HOW DO I STOP IT?

THAT'S WHEN I GOT A WILD IDEA...

I CRISS-CROSSED MY WEBBING AS I SWUNG DOWN...

THEN I LANDED ON A TRUCK BELOW.

I WATCHED THE SHIP DROPPING TOWARDS ME, CLOSER AND CLOSER...

EACH WEB-STRAND SLOWED IT DOWN A LITTLE MORE.

BUT NOT ENOUGH TO STOP ITS PLUNGE.

IT'S ALMOST ON TOP OF ME!

I COULD HEAR THE SCREAMING ABOVE ME, COULD SEE EVERY RIVET IN THE UNDERCARRIAGE.

FROM BUILDING TO BUILDING AND BACK AGAIN.

...SNAPPING THE WEBBING AS IT FELL.

AND THEN...

IT REACHED ME! AND I CAUGHT IT!

KNOW SOMETHING? IF WEB-STRANDS WERE WALRUSES, I'D HAVE FED 'EM SOME FISH RIGHT THEN AND THERE!

CATTZONE'S

WELL, THAT WRAPPED IT FOR ME.

SURE HOPE I CATCH THIS ON THE LATE-NITE NEWS.

NOW IT WAS TIME FOR THE MOST IMPORTANT PART OF ALL.

MINOLTA

MD 50mm 1:14 JAPAN

THESE PIX'LL BE WORTH A BUNDLE--

--IF I REMEMBERED TO LOAD THE CAMERA.

I REMEMBERED! THINGS DON'T ALWAYS GO WRONG--IT SAYS HERE.

MY NEXT STOP WAS THAT BEST-SELLING BASTION OF TRUTH AND INTEGRITY, THE DAILY BUGLE.

DAILY BUGLE

THE PLACE SEEMED A LITTLE DIFFERENT TO ME TODAY.

EVERYONE WAS CLUSTERED AROUND IN GROUPS, WHISPERING AND GRINNING...

LIKE SOMEONE'S FLY WAS OPEN.

HOPE IT'S NOT MINE.

GUESS WHAT, PETER? NED JUST RETURNED FROM HIS EXTENDED ASSIGNMENT.

HEY, THAT'S GREAT, BETTY.

BUT THAT CAN'T BE WHAT ALL THE WHISPERING'S ABOUT.

WHAT'S GOING ON AROUND HERE?

NOTHING EARTH-SHAKING. IT JUST HAS TO DO WITH MR. JAMESON.

IT WAS LIKE PRYING GOSSIP FROM THE SPHINX. BUT BEFORE I COULD ASK ANY MORE QUESTIONS...

HI, PETER. THIS A SOCIAL CALL, OR DO YOU HAVE THE ANSWER TO AN EDITOR'S PRAYER IN THAT ENVELOPE YOU'RE CLUTCHING?

YOU'RE A MIND-READER, MR. R. WAIT'LL YOU SEE...

IT'S REALLY NOTHING MUCH. JUST AN EXCLUSIVE SHOT OF SPIDER-MAN CATCHING A FALLING HELICOPTER IN HIS BARE HANDS IN THE MIDDLE OF A CROWDED STREET.

BUT I KNOW YOU'RE BORED WITH PIX OF SPIDEY...

TELL YOU WHAT, SON -- I'LL OVERLOOK MY BOREDOM JUST THIS ONCE. YOUR SHOT'S A SENSATION. GOT PAGE-ONE WRITTEN ALL OVER IT.

LET'S REMEMBER THAT WHEN YOU WRITE OUT MY CHECK, HUH?

I'D BE LYING IF I SAID I WASN'T PLEASED WITH MYSELF. AND YOU KNOW MAY PARKER'S NEPHEW NEVER EVER LIES.

PETER, YOU'RE JUST TOO MUCH.

IT SURE BEATS NOT ENOUGH.

WHILE I WAS BEAMING, A PRINTER'S MESSENGER ARRIVED.

I GOT SOME STUFF HERE FOR J. JONAH JAMESON.

STUFF, HUH? YOUR POWERS OF DESCRIPTION ÷KAFF÷ ARE ALMOST AWESOME.

EVERYONE'S A COCKAMAMIE COMEDIAN AROUND HERE.

HIS PRINTING SAMPLE'S FALLING OFF THE BOX. I'LL JUST-- HEY! WHAT'S THIS?

GATHER 'ROUND, LADS AND LASSIES. ÷KAFF-KAFF÷ OL' BEN URICH'S GOT AN ITEM FOR YE NEWS-HUNGRY MASSES.

NOBODY'S SCOOPIN' THE BUGLE ON *THIS* ONE!

BY NOW, MY CURIOSITY WAS BIG ENOUGH TO CHOKE GODZILLA. I HEADED FOR WENDY THORNTON...

WHAT'S HAPPENING, WENDY? SOMEONE CATCH JAMESON WITH A SMILE ON HIS FACE?

COULD BE. ESPECIALLY IF THIS ANNOUNCEMENT IS TRUE. HERE, BE MY GUEST.

LOOKS LIKE A WEDDING INVITATION.

IT WAS.

HOW ABOUT THAT! THE OL' CURMUDGEON IS FINALLY TAKING THE PLUNGE.

MARLA MADISON and J. JONAH JAMESON REQUEST THE HONOR OF YOUR PRESENCE AT THE

JOLLY JONAH AND MARLA MADISON WERE GETTING MARRIED!

SO SHE'S FINALLY GONNA MAKE A RESPECTABLE MAN OUT OF HIM!

SHOULD WE OFFER CONGRATULATIONS OR CONDOLENCES?

MY, YOU'RE CERTAINLY QUICK WITH THE QUIPS TODAY, MR. PARKER.

WHOA, ANN. I WAS READING THAT.

I KNOW. YOU WERE MOVING YOUR LIPS.

I'M WRITING AN ANNOUNCEMENT FOR THE LATE EDITION'S SOCIETY PAGE AND I'LL NEED THE INVITATION FOR REFERENCE.

WE MUSTN'T SQUASH THE NEWS, MUST WE?

SOMEDAY I'LL TELL HER WHAT I'D LIKE TO SQUASH.

MEANWHILE, IN JONAH'S 46TH FLOOR EXECUTIVE SUITE, THE TWO LOVEBIRDS WERE SAFELY ENSCONCED AWAY FROM THE PEASANTS.

JONAH DEAR, ARE YOU AS HAPPY AS I?

I DON'T KNOW, MARLA. HOW HAPPY ARE YOU?

THAT'S WHAT I LOVE ABOUT YOU, YOUR KNACK FOR ROMANTIC SMALL TALK.

=HRRRUMPH= I'M A PUBLISHER, MY DEAR, NOT A LONG-HAIRED SCREEN STAR.

THAT'S THE OTHER THING I LOVE ABOUT YOU. NOBODY ELSE CAN GARGLE A "HRRRUMPH" LIKE YOU CAN.

TAKES YEARS OF PRACTICE, MY SWEET.

HAVE YOU INVITED JOHN TO THE WEDDING YET?

I, EH, I'M NOT SURE HE CAN MAKE IT. YOU SEE...

NONSENSE. YOU MIGHT AS WELL NOT INVITE THE MINISTER.

HE'S YOUR OWN SON. HE MUST BE THERE.

AND, FOR THE UMPTEENTH TIME, GET RID OF THAT CIGAR.

BUT I WASN'T INHALING.

THAT'S NOT THE REASON, JONAH.

THIS IS.

IF YOU'RE WONDERING HOW I KNOW WHAT THEY WERE SAYING WHEN I WASN'T THERE, HANG LOOSE, HERO. 'TWILL ALL BE REVEALED.

I'D BETTER SCAMPER, DEAR. I DON'T LIKE TO KEEP YOU FROM YOUR WORK.

YOU KIDDING? WHY DO YOU THINK I'M MARRYING YOU?

MAN DOES NOT LIVE BY TOIL ALONE.

I ALWAYS THOUGHT YOU WERE A CORNBALL, JJ. NOW I KNOW IT.

WHA--?!!

SOME JOURNALIST! THERE'S NO SUCH WORD AS "WHA."

YOU!

I ALWAYS DID ENVY YOUR INSPIRED REPARTEE.

WHAT ARE YOU DOING THERE?

I'M NOT THERE. I'M HERE.

I CAME TO CONGRATULATE YOU ON YOUR WEDDING PLANS.

NEXT TIME SEND A NOTE.

SINCE YOU MAY NOT INVITE ME, AND I CAN'T KISS THE BRIDE, I FIGURED I'D DO THE NEXT BEST THING.

÷GURRK÷

YOU MISBEGOTTEN, COSTUMED CRETIN! NOW I'LL NEED A RABIES SHOT!

THE BOUQUET'S FOR THE LITTLE LADY. DON'T SNEAK OFF AND SELL IT.

8

I MIGHT HAVE STAYED LONGER, BUT I HATE TO SEE A GROWN MAN CRY.

MR. JAMESON, ARE YOU THERE?

WHERE IN THE BLOODY BLUE BLAZES DIDJA THINK I'D BE?

WOW! IF HE'S THIS BAD-TEMPERED *BEFORE* THE WEDDING, I SURE PITY THE BRIDE.

JUST WANTED TO TELL YOU YOUR LIMO IS WAITING.

THERE HE GOES, OL' MR. SWEETNESS 'N JOY HIMSELF.

I WAS TEMPTED TO FOLLOW JJ'S CAR AND RIB HIM SOME MORE, BUT I THOUGHT BETTER OF IT.

LET 'IM GO. HE'S GOT ENOUGH PROBLEMS, JUST LIVING WITH HIMSELF.

IMAGINE WAKING UP IN THE MORNING AND BEING J. JONAH JAMESON. YECCCH!

AW, WHAT THE HECK, I GUESS HE'S NOT ALL THAT BAD. HE COULDN'T BE.

WHAT WOULD I DO WITH MYSELF IF I DIDN'T HAVE JJ TO KICK AROUND, ANYWAY?

SOMETIMES, WEB-SWINGING CAN GO TO YOUR HEAD. I ACTUALLY BEGAN TO FEEL MELLOW ABOUT THAT MOUSTACHED MISFIT.

IT'S NOT AS THOUGH HE'S EVIL, OR SINISTER.

HE COULDN'T HELP BEING BORN A POMPOUS STUFFED SHIRT.

AND HE'S ALWAYS GOOD FOR SOME LAUGHS.

NUTS! WHY DON'T I LEVEL WITH MYSELF?

THE WORST THING ABOUT HIM IS-- HE DOESN'T LIKE ME.

BUT HE'S BEEN PART OF MY LIFE'S CAST OF CHARACTERS FOR SO LONG, HE'S GROWN ON ME.

JUST LIKE A WART--OR LIKE MY BLACK SUIT WANTED TO DO BEFORE I DUMPED IT!*

*SEE AMAZING SPIDER MAN #258 --DANNY.

WHILE I WAS ROOF-HOPPING AROUND THE BIG APPLE, JONAH WAS HEADING FOR A SANITARIUM IN THE SUBURBS.

HERE YOU ARE, SIR. THE SHERWOOD NURSING HOME.

GOOD TO SEE YOU, MR. JAMESON. YOU'RE LOOKING FIT.

WHAT ABOUT MY SON, DOCTOR? HOW IS HE? IS THERE ANY IMPROVEMENT?

HE HAS HIS GOOD DAYS, AND HIS BAD DAYS.

HE'S BEST, OF COURSE, WHEN HE'S CALM, RELAXED, AND UNTROUBLED.

HE SEEMS TO FIND PEACE OF MIND DOING JIGSAW PUZZLES.

I SEE HE'S DOING ONE NOW.

IT'S SO HARD -- TO SEE HIM LIKE THIS.

IT-- IT JUST BREAKS MY HEART.

IT SHOULDN'T, MR. JAMESON. HE'S RELATIVELY CONTENT, WELL-CARED FOR, AND THERE'S ALWAYS THE CHANCE OF A COMPLETE RECOVERY.

I KNOW. BUT WHEN I THINK OF HIM THE WAY HE WAS, SO BRIGHT, SO COMPETENT, SO-- YES, SO HEROIC.

LET'S GO IN. HE'S WAITING FOR YOU.

DAD! WHAT A PLEASURE TO SEE YOU.

HELLO, SON.

I'LL LEAVE YOU TWO ALONE NOW.

HOW'S IT GOING, JOHN? ARE THEY TAKING GOOD CARE OF YOU?

SURE, DAD, I CAN'T COMPLAIN.

I'VE GOT LOTS OF PUZZLES.

WHEN DID YOU START ON THIS JIGSAW KICK?

I DON'T KNOW. DIDN'T SEEM TO BE MUCH ELSE TO DO. Y'KNOW, DAD, IT'S A FUNNY THING.

THEY REMIND ME OF MY LIFE. SO MANY PIECES THAT DON'T FIT TOGETHER.

I UNDER-STAND.

I-- CAME TO TELL YOU SOMETHING, JOHN.

WHAT IS IT, DAD? YOU LOOK SO GRIM.

OH NO, NO. IT'S NOTHING BAD.

IT'S GOOD NEWS. GREAT NEWS. I'M GETTING MARRIED-- TO MARLA MADISON.

JOHN, WAIT. WHAT'S THE MATTER?

YOU KNOW WHAT'S THE MATTER.

SHE'LL COME BETWEEN US! I KNOW SHE WILL!

JUST LIKE SOMETHING ALWAYS COMES BETWEEN US!

YOU-- RUINED YOUR PUZZLE.

I TOLD YOU, IT REMINDS ME OF MY LIFE.

I DON'T KNOW WHAT TO SAY, JOHN.

THEN DON'T SAY ANYTHING. I DON'T TALK MUCH ANYMORE.

I'M SORRY IT DIDN'T GO TOO WELL THIS TIME.

IT WAS MY FAULT. HE WASN'T READY FOR THE NEWS YET.

I SHOULD HAVE REALIZED THAT.

BUT YOU MUSTN'T FEEL GUILTY ABOUT YOUR WEDDING, MR. JAMESON. YOU HAVE YOUR OWN LIFE TO LEAD.

I KNOW, BUT I CAN'T BEAR TO SEE HIM THAT WAY.

I'LL BE BACK. I'LL THINK OF SOMETHING. I HAVE TO.

IN THE MEANTIME, WE'LL LOOK AFTER HIM. DON'T WORRY.

WORRY? JONAH WOULD HAVE A CONNIPTION FIT IF HE KNEW WHAT WAS IN STORE.

HE CAME TO VISIT HIS SON, DID HE? HOW TOUCHING.

IF HE SOUNDED SENTIMENTAL, DON'T LET IT FOOL YOU. IN A NEARBY CELL, ONE OF THE MOST DANGEROUS MEN IN THE WORLD WAS SCHEMING AND PLOTTING...

JAMESON'S SON PLAYS WITH PUZZLES WHILE MAC GARGAN WEARS A SOUPED-UP STRAIT JACKET.

BUT THAT'LL SOON CHANGE. OH YES, HOW IT WILL CHANGE.

I WASN'T THERE AT THE TIME, SO I PIECED THIS TOGETHER FROM LATER REPORTS. BUT TRUST ME.

IF NOT FOR JAMESON, I WOULDN'T BE HERE NOW.

IT'S ALL HIS FAULT, THAT'S WHY HE'S GOT TO PAY.

HE'S THE ONE WHO HIRED ME FOR THAT EXPERIMENT, TO MAKE ME MORE POWERFUL THAN SPIDER-MAN.

HE WANTED ME TO RID HIM OF THE WEB-SPINNER.

BUT I BECAME TOO POWERFUL, TOO DEADLY.

I BECAME --THE SCORPION!

AND NOW, IT'S ALMOST TIME FOR THE SCORPION TO STING AGAIN.

READY FOR YOUR SESSION, MAC?

I BROUGHT SOME CONSULTANTS TODAY.

BRING WHOEVER YOU WANT, DOC, LONG AS I AIN'T PAYIN' FOR IT.

NOW, YOU KNOW THE PAYMENTS ARE ALL TAKEN CARE OF.

SURE. THE MOST EXPENSIVE SANITARIUM AROUND, THE HIGHEST PRICED SHRINKS, ALL THE CARE I NEED.

SOMEONE'S SURE TAKIN' A BIG INTEREST IN MAC GARGAN.

THERE'RE PEOPLE IN HIGH PLACES CONCERNED ABOUT YOU, MAC. YOU SHOULD APPRECIATE IT.

NOW LET'S GET ON WITH THE THERAPY.

THERAPY! THERE WAS AS MUCH CHANCE OF THAT HELPING THE SCORPION AS THERE WAS OF MILKSHAKES CURING DRACULA.

SHERWOOD NURSING HOME

BUT THEY KEPT TRYING, ANYWAY. THEN, LATER THAT NIGHT...

IT'S ALMOST TIME. I HEAR HIS FOOTSTEPS.

NOW, IN RETROSPECT, IT'S ALL SO PAINFULLY CLEAR HOW IT MUST HAVE HAPPENED...

HI, MR. GARGAN. I BROUGHT YOU SOME COFFEE 'N SMOKES, AND A PAPER.

THAT'S NICE OF YOU, FRANK.

HEY, YOU'RE THE ONE WHO'S NICE, LETTIN' ME VISIT YOU LIKE THIS. IT'S MADE ME A REAL BIG SHOT WITH MY FRIENDS.

THEY'RE ALWAYS ASKIN' ME ABOUT THE FAMOUS SCORPION.

AND WHAT DO YOU TELL THEM?

Y'KNOW, I TELL 'EM WHAT A GREAT GUY YOU ARE, AND HOW YOU LET ME COME VISIT YOU, AND THE WAY YOU TELL ME ALL THE FAR-OUT THINGS YOU'VE DONE.

AND HOW I'M THE ONLY ONE WHO'S ALLOWED TO COME 'N READ YOU THE PAPER.

AND WHAT HAVE YOU GOT TONIGHT?

HERE'S SOMETHING INTERESTING. JONAH JAMESON, THE BUGLE'S PUBLISHER, IS GETTING HITCHED.

I'VE SEEN HIM BEFORE. IN FACT, HE WAS HERE EARLIER. BOY, IN THIS JOB YOU MEET EVERY-ONE.

SHUDDUP! I HEARD ENOUGH. THIS IS WHAT I'VE BEEN WAITING FOR.

MR. GARGAN, YOU NEVER TALKED TO ME LIKE THAT BEFORE. WHAT DO YOU MEAN, IT'S WHAT YOU'VE BEEN WAITING FOR?

HOLD IT. WHAT ARE YOU DOING?

YOU'LL SOON FIND OUT.

I HATE TO DO THIS, SIR, BUT I GOT MY ORDERS.

GOTTA SHOOT A TRANQUILIZER DART AT YOU IF YOU GET OUTTA HAND.

GET OUT OF HAND?!! YOU SIMPERING FOOL--

YOU DON'T BEGIN TO SUSPECT THE RAW *POWER* YOU'RE FACING.

YOU SHOULDN'TA DONE THAT, MR. GARGAN. I- I THOUGHT WE WERE FRIENDS.

FRIENDS?

THE SCORPION HAS NO FRIENDS.

YOU REALLY THOUGHT THAT USELESS TOY WOULD STOP *ME*?!!

SO YOU BEEN TELLING EVERYBODY WHAT A GREAT GUY I AM, HUH? SO KNOWIN' A CELEBRITY MAKES YOU A BIG SHOT, HUH?

WELL, I'M GONNA GIVE YA SOMETHIN' TO REAL-LY TALK ABOUT.

HERE, CREEPO-- HOW'S THIS FOR STARTERS?

YOU-- RIPPED OFF THE PADDED STEEL DOOR-- BARE-HANDED!

NOW GET UP. YOU'RE GONNA DO SOMETHIN' FOR ME.

MY COSTUME. SHOW ME WHERE IT IS. NOW.

SURE, MR. GARGAN. SURE.

BUT IT WON'T DO YOU NO GOOD.

IT'S LOCKED IN THERE, BEHIND TWO FEET OF SOLID STEEL.

GOOD. I'M GLAD.

YOU'RE GLAD?

YEAH. IT'S NICE TO KNOW THEY TOOK GOOD CARE OF IT.

FROM THE LOOK OF THE PLACE LATER, I FIGURE GARGAN TOSSED THOSE CABINETS AROUND LIKE COMICBOOKS...

...TILL HE FOUND WHAT HE WAS LOOKING FOR.

HE-- HE'S PUTTING IT ON.

NOW'S MY CHANCE. I GOTTA GET AWAY.

I'LL MAKE IT. HE WOULDN'T HURT ME. WE WERE FRIENDS, HIM AND ME-- FRIENDS.

HE NEVER KNEW WHAT HIT HIM. ALL IT TOOK WAS ONE ELECTROMAGNETIC BLAST FROM GARGAN'S TAIL.

LIKE HE SAID, THE SCORPION HAS NO FRIENDS.

IF ONLY I HAD KNOWN. MAYBE I COULD HAVE DONE SOMETHING SOONER-- MAYBE I COULD HAVE PREVENTED SOME OF THE GRIEF. BUT I NEVER EVEN SUSPECTED WHAT WAS HAPPENING AT THAT LONELY SANITARIUM.

ALL THIS TIME, I WAITED--WAITED FOR THE RIGHT MINUTE. AND NOW IT'S HERE!

NOW I KNOW JUST WHAT I'VE GOTTA DO--

AND I'VE GOT THE POWER TO DO IT.

YOU PROBABLY GUESSED THAT JOHN JAMESON WAS THE SCORPION'S NEXT TARGET.

AND HE DIDN'T LET A LITTLE THING LIKE A DOOR STOP HIM.

SURPRISED, JAMESON?

THE EX-ASTRONAUT TRIED TO RESIST, BUT THERE WAS NO WAY. THE SCORPION COULDN'T BE STOPPED.

YOU'RE LUCKY. I MAY NOT KILL YOU --YET.

WITHIN SECONDS, THE HELPLESS VICTIM WAS BOUND, AS GARGAN HAD BEEN EARLIER.

YOU CAN'T DO IT. YOU'LL NEVER MAKE IT OVER THE WALL.

I WON'T, HUH?

I GUESS YOU NEVER HEARD--

--OF THE SCORPION'S CATAPULTING TAIL.

AND THEN THEY WERE GONE.

YEP, JUDGING BY THE EVIDENCE, THAT'S PROBABLY HOW IT WAS.

BUT YOU CAN BE SURE THIS PART HAPPENED JUST LIKE I'M TELLING IT. I MEAN, HEY, I WAS THERE.

DAILY BUGLE CITY ROOM

WHY'S THE PLACE SO DARK? I DON'T HEAR ANYONE-- DON'T SEE ANYTHING.

WHAT IN BLUE BLAZES IS GOIN' ON AROUND HERE?

SURPRISE, MR. JAMESON.

CONGRATULATIONS, JJ.

LET'S HEAR IT FOR THE BRIDEGROOM.

ALL OUR BEST WISHES, MR. JAMESON.

CONGRATS, BOSS.

HOPE YOU DON'T MIND, JONAH. THE STAFF WANTED TO WISH YOU LUCK IN THEIR OWN WAY, RIGHT, GANG?

YOU KNOW IT, MAN.

MIND? YOU KIDDIN', ROBBIE?

I LOVE PARTIES-- PROVIDED THEY DON'T LAST TOO LONG.

SURE, HE MAY HAVE TO PAY OVERTIME.

BETTER GET YOUR TUX OUT OF MOTH-BALLS.

THIS'LL BE THE FIRST BASH JAMESON'S THROWN IN YEARS. HOPE HE HASN'T FORGOT-TEN HOW.

HEY, WHEN A GUY'S IN LOVE, HE GOES ALL OUT. EVEN JAMESON.

GLAD YOU GOT BACK IN TIME FOR THE WEDDING, NED. YOU'VE BEEN GONE QUITE A WHILE.

I WONDER WHAT THAT MYSTERIOUS ASSIGNMENT OF NED'S WAS ALL ABOUT?

I WOULDN'T HAVE MISSED THIS FOR THE WORLD.

IT SUDDENLY OCCURRED TO ME. I NEVER GOT AN INVITATION TO JAMESON'S WEDDING. IT LOOKED LIKE I WAS THE ONLY BUGLE REGULAR WHO WASN'T INVITED.

MAYBE IT WAS LOST IN THE MAIL, PETER.

SURE, SON. THAT MUST BE IT.

SURE.

MINUTES LATER, THE BLUSHING BRIDEGROOM HIMSELF AMBLED OVER...

ANYONE WITH DEADLINES IS WELCOME TO GET BACK TO WORK NOW.

I WON'T BE OFFENDED.

YOU'RE ALL HEART, MR. J.

THEN CAME THE BOMBSHELL...

PETER, MY BOY, I HOPE YOU DON'T THINK I'VE FORGOTTEN ABOUT YOU. IT WOULDN'T BE A WEDDING WITHOUT YOU.

IT WOULDN'T?

I INSIST THAT YOU COME. AND BRING YOUR CAMERA.

YOU-- WANT ME TO WORK?

SHAME ON YOU. WOULD I SUGGEST ANYTHING SO CRASS?

NO, I JUST WANT YOU TO MEET MY PERSONAL PHOTOGRAPHER. PERHAPS YOU'LL LEARN SOMETHING.

GOOD OL' JJ, THE ONLY MAN IN THE WORLD WHO CAN DEPRESS YOU EVEN WITH GOOD NEWS...

BUT THEN I NOTICED SOMETHING THAT SPELLED BAD NEWS...

WE CAN ALL STAND IMPROVEMENT, M'BOY. EVEN =HEH HEH= ME.

COPS. COMING THIS WAY. WHAT'S WRONG?

MR. JAMESON, I'D LIKE TO SPEAK TO YOU FOR A MINUTE.

HEARD ABOUT THE WEDDING, HUH? SURE, I'LL SPRING FOR A FEW INVITATIONS. NOTHING'S TOO GOOD FOR OUR BOYS IN BLUE.

IT'S NOT THAT, SIR. THE SCORPION'S ESCAPED, AND HE'S CAPTURED YOUR SON.

JOHN?!!

SUDDENLY, I KNEW MY LITTLE BREAK WAS OVER. THERE WAS DANGER AHEAD, BIG DANGER--

--ESPECIALLY SINCE THE SCORPION WAS MORE POWERFUL THAN SPIDEY.

IT DIDN'T TAKE ME LONG TO GET BACK IN HARNESS.

I SEARCHED THE CITY FROM ONE END TO THE OTHER.

THERE WAS NO TRACE OF THE SCORPION.

HE'S TAKEN COVER SOMEWHERE. I'LL HAVE TO WAIT HIM OUT.

MEANTIME, I'D BETTER CHECK ON JONAH.

BUT WHEN I REACHED JAMESON'S STREET...

COPS, GUARDING EVERY INCH OF THE PLACE.

WELL, THEY WON'T STOP ME.

I CAN GET PAST THEM.

IT WAS A VERY SCARY THOUGHT.

HOW COULD THEY STOP THE SCORPION?

BECAUSE, IF THEY COULDN'T STOP ME...

IT WASN'T HARD TO IMAGINE WHAT WAS TAKING PLACE IN JONAH'S APARTMENT...

DON'T WORRY, MARLA DEAR. NOTHING CAN HAPPEN-- NOT WITH ALL THESE POLICE AROUND.

BUT THE SCORPION'S A KILLER, HE'S SUPER STRONG-- AND HE HATES YOU SO.

I KNOW, BUT THERE'S NOTHING MORE WE CAN DO.

YOU COULD HIDE WHERE HE CAN'T FIND YOU.

HE'S SAFER HERE, MISS MADISON.

ALL OUR POLICE RESOURCES ARE AT YOUR DISPOSAL. IF YOU RUN AND HE FINDS YOU, YOU HAVEN'T A CHANCE.

A GNAT COULDN'T GET IN HERE UNSEEN.

HALF THE COPS IN THIS PRECINCT HAVE THIS PLACE STAKED OUT.

I CAN'T RUN, MARLA. THERE'S MY SON JOHN TO THINK ABOUT.

MAYBE-- I CAN BARGAIN FOR HIS FREEDOM.

ANYWAY, THIS IS NO PLACE FOR YOU, DARLING. ISN'T THAT RIGHT, CAPTAIN?

YES. IT WOULD BE BETTER FOR YOU TO LEAVE, MISS MADISON. WE'VE A LOT OF PREPARATIONS TO MAKE.

MY MEN WILL SEE YOU SAFELY HOME.

I-- STILL FEEL I SHOULDN'T LEAVE HIM.

THERE'S NOTHING MORE YOU CAN DO, MA'AM.

HE'LL FEEL BETTER KNOWING YOU'RE SAFE.

ARE YOU SURE SHE'LL BE ALL RIGHT?

OF COURSE SHE WILL...

...WE BOTH KNOW IT'S YOU THE SCORPION IS AFTER.

MEANWHILE, NONE OF US KNEW, TILL LATER, THAT THE SCORPION WAS DRAGGING HIS CAPTIVE THRU THE OOZE AND SLIME OF THE CITY'S SEWERS...

STILL THINK I CAN'T GET AWAY WITH IT, MISTER?

THERE'S NOTHING MAC GARGAN CAN'T DO. NOTHING.

ONCE I'M IN MY SCORPION SUIT, I'M THE STRONGEST THERE IS. THE DEADLIEST THERE IS.

NO ONE CAN STOP ME. NOTHING CAN STAND IN MY WAY.

YOU'RE A MADMAN.

LOOK! YOU'RE THE ONE IN THE STRAITJACKET NOW.

I'M THE ONE WHO'S GOT IT ALL FIGURED OUT! I'M THE ONE WITH A PLAN!

A PLAN OF REVENGE.

I OWE SOMEONE A REAL BIG DEBT! AND THE SCORPION ALWAYS PAYS PEOPLE BACK --IN SPADES.

Y'KNOW WHO I MEAN, DON'T-CHA?

YOUR FATHER!

WAIT! YOU CAN'T--!

SAVE YER BREATH, SONNY! YOU'LL NEED IT WHEN I GET BACK!

ONE THING YOU HADDA SAY FOR THE GUY; HE WASN'T A TIME-WASTER.

THIS IS THE BUILDING! ALL I GOTTA DO IS REACH THE RIGHT FLOOR.

THE ELEVATOR'S NOT HERE.

BUT THAT WON'T STOP THE SCORPION.

I'VE WAITED TOO LONG TO LET ANYTHING SLOW ME DOWN NOW.

MEANWHILE, CAPT. DEWOLFF HAD NO MORE IDEA THAN I DID WHERE THE SCORPION WAS...

EVERYTHING'S QUIET AT THE MADISON APARTMENT? GOOD. NO, THERE'S BEEN NO TROUBLE HERE.

MARLA IS ALL RIGHT? THAT'S ALL THAT MATTERS.

TO YOU, MAYBE. WE HAVE SOME OTHER CONCERNS.

BUT, NO SOONER DID THE LADY LAWPERSON HANG UP THE PHONE...

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THIS IS IT. THE FLOOR I WANT.

THE SCORPION! HOW--?

NEVER MIND HOW. GRAB YOUR HARDWARE. WE GOTTA STOP 'IM.

HALT, OR WE'LL SHOOT.

YOU GOTTA BE KIDDING.

YEP. THAT'S WHEN IT ALL HIT THE FAN--

--AT MARLA MADISON'S APARTMENT!

GUNFIRE! IN THE HALLWAY.

MUST BE THE SCORPION!

JOHNSON! GET THE LASER-BLASTER!

STEP ASIDE, MISS MADISON. THIS'LL STOP HIM.

HOW CAN YOU BE SURE?

GOOD QUESTION, CONSIDERING WHAT WAS HAPPENING OUTSIDE THE DOOR...

I'VE WASTED ENOUGH TIME HERE.

THE SCORPION HAS MORE IMPORTANT THINGS TO DO.

JOHNSON DID, TOO. LIKE AIMING HIS BLASTER WHEN SCORPIE SMASHED DOWN THE DOOR...

IT'S HIM!

HOLD IT RIGHT THERE.

HE NEVER KNEW WHAT HIT HIM.

I GUESS IT'S ONLY FAIR TO TELL YOU WHAT I WAS DOING ALL THIS TIME. I WAS WEB-SWINGING MY WAY ACROSS TOWN AT BREAKNECK SPEED.

KNOWING THAT MOST OF THE POLICE FIRE-POWER WAS GUARDING JOLLY JONAH, I FIGURED MARLA MADISON WOULD BE VULNERABLE.

SO I PLAYED A HUNCH.

AND WADDAYA KNOW, MY HUNCH PAID OFF.

BACK OFF, SCORPIE. THE LADY'S GOT A HEADACHE.

SPIDER-MA--

÷UMMPHH÷

YOU FOOL! YOU SAVED ME THE TROUBLE OF HUNTING YOU DOWN!

YEAH, SCORPIE'S LITTLE HELPER, THAT'S ME.

YOU HAVEN'T GOT A CHANCE AGAINST MY POWER.

÷URRKK÷

HEY, BIG MOUTH, IF I ONLY BATTLED SURE THINGS--

I'D SPEND MY LIFE TANGLING WITH SNOOPY OR THE MUPPETS,

THOUGH THEY *ARE* A LOT MORE LAUGHS.

DON'T LET ONE LUCKY BLOW GO TO YOUR HEAD.

YOU CAN'T DODGE MY BLASTS FOREVER.

WHO'S DODGING? YOU'RE SO KLUTZY, THE SAFEST PLACE IS WHERE YOU'RE AIMING.

ZZZSP!

NOW YOU DID IT, SCORPIE. YOU HIT THE FUSE BOX AND KIBOSHED THE LIGHTS.

THERE'S NOTHING WORSE THAN A CLUMSY BAD GUY.

I FIGURED I COULD AFFORD TO CROW...

...MY SPIDER-SENSE WOULD GIVE ME AN EDGE IN THE DARK.

BZZAAT

I FIGURED WRONG.

THE SCORPION COULD USE HIS TAIL BLAST TO LIGHT THE PLACE UP WHENEVER HE WANTED TO.

SO I HADDA MOVE FAST, BEFORE HIS NEXT SHOT.

THOK!

AND THAT'S JUST WHAT I DID.

BUT IT WASN'T EASY.

ZZZZTT

BWOK!

EACH TIME I HIT HIM, IT HURT MY FIST MORE THAN HIS FACE.

CKOP!

HE WAS JUST TOO MUCH STRONGER THAN ME.

AND DON'T THINK HE DIDN'T KNOW IT.

SOONER OR LATER YOU'LL WEAR YOURSELF OUT.

SOONER OR LATER MY BLAST WILL GET YOU.

YOU'RE NO MATCH FOR THE SCORPION.

HE HAD HIS OWN UNIQUE WAY OF PUNCTUATING HIS COMMENTS.

OKAY, OKAY, YOU MADE YOUR POINT.

THE ONLY TIME I GOT A BREATHER WAS WHEN HIS TAIL STOPPED FOR A FEW SECONDS, AND THE LIGHTS WENT OUT.

THAT'S WHEN MY SPIDEY SENSE GAVE ME THE AD-VANTAGE.

BYOINK!

SOME ADVANTAGE! EVEN WHEN I NAILED 'IM HE DIDN'T FEEL IT.

BUT I HAD MORE THAN MYSELF TO WORRY ABOUT. MARLA MADISON SEEMED ROOTED TO THE SPOT.

SPIDER-MAN-- LOOK OUT.

LADY, I APPRECIATE THE ADVICE, BUT TAKE OFF WHILE YOU CAN.

THIS IS NO PLACE FOR A CHEERING SECTION.

I SHOULDN'T HAVE CALLED TO HER. IN THAT SPLIT-SECOND MY CONCENTRATION WAVERED...

BOK!

AND THAT WAS ALL THE OPENING THE SCORPION NEEDED.

SPIDER STRENGTH OR NOT, I REALLY FELT THAT ONE.

AND THEN HE CLOSED IN FOR THE KILL.

LOOK, I DON'T WANNA MONOPOLIZE EVERY SCENE. LET ME TELL YOU WHAT WAS HAPPENING ELSEWHERE WHILE YOURS TRULY WAS TAKING HIS LUMPS...

I CAN'T JUST HANG HERE HELPLESSLY.

DAD NEEDS ME-- I KNOW IT!

IF I CAN JUST GET OUT OF THIS JACKET...

THERE MUST BE A WAY. THERE MUST.

WAIT A SECOND!

IF I CAN USE MY FEET-- PUSH MYSELF BACK UP THE WALL--HIGHER, A LITTLE HIGHER...

BUT SON JOHN WASN'T THE ONLY JAMESON DOING SOME HEAVY DUTY THINKING...

I DON'T LIKE IT. THERE'S NO ANSWER AT MARLA'S PLACE.

IMPOSSIBLE. SHE'S THERE WITH MY MEN.

I'LL BEEP THEM. MAYBE THE PHONE'S OUT OF ORDER.

AND MAYBE NOT. WHY ARE WE STANDING HERE?

BUT THEY DIDN'T ANSWER THE BEEPER EITHER.

THERE MUST MUST BE AN EXPLANATION. I'M SURE EVERYTHING IS PERFECTLY ALL RIGHT.

YEAH, I'LL BET YOU BELIEVE IN TOOTH FAIRIES, TOO.

SEND A TEAM OF PATROL CARS TO CHECK. QUICK.

THIS IS CRAZY. MARLA COULD BE IN DANGER, AND I'M HANGING AROUND HERE LIKE SOME KIND OF GUTLESS WIMP.

OR MAYBE IT'S NOT SO CRAZY.

MAYBE I AM A GUTLESS WIMP.

THE POLICE HAVE THEIR JOB TO DO, AND THEY'RE DOING IT THE BEST THEY CAN.

BUT I'VE SOMETHING TO DO, TOO.

AND IT'S HIGH TIME I DID IT.

ONE THING ABOUT OL' JJ--WHEN HE MAKES UP HIS MIND TO DO SOMETHING...

COPS IN THE HALL. CAN'T LET 'EM STOP ME.

INSIDE, QUICK! IT'S THE SCORPION! HE'S ATTACKING! HURRY!

THIS IS IT. LET'S GO.

I DON'T SEE 'IM.

MUST BE IN THE OTHER ROOM. EVERYTHING'S TOO QUIET. CAREFUL-- COULD BE AN AMBUSH.

JONAH WASN'T ABOUT TO LET GO OF A GOOD THING. ONCE OUTSIDE, HE DID IT AGAIN...

THE SCORPION! HE'S UPSTAIRS! CAME IN THRU THE WINDOW!

HOW? WE'VE GOT MEN ON THE ROOF.

HE GOT PAST THEM. HURRY, THEY NEED YOU. EVERY SECOND COUNTS.

WHAT'RE WE WAITING FOR? LET'S MOVE IN.

AGNELLI, YOU STAY AND LOOK AFTER MR. JAMESON.

RIGHT, BERNIE. DON'T WORRY, I WON'T LET 'IM OUT OF MY SIGHT.

TAXI

JUST STAY COOL, MR. J. YOU'LL BE AL--

MR. J? WHERE ARE YOU? WHAT HAPPENED?

HOLY COW! THE GUY MUST BE A GHOST!

RIGHT ABOUT THEN, I'D HAVE WISHED SCORPY WAS A GHOST--

MAYBE HIS TAIL WOULDN'T HAVE STUNG SO BAD.

DUNNO WHAT'S KEEPIN' YOU GOING, WALL-CRAWLER--

--BUT IT AIN'T GONNA KEEP YOU MUCH LONGER.

NO!

IT FINALLY DAWNED ON MARLA THAT HER APARTMENT WASN'T THE HEALTHIEST PLACE TO BE.

I'VE GOT TO REACH THE DOOR.

TRYIN' TO MAKE A GETAWAY, HUH?

BUT SHE BUMPED INTO A TABLE IN THE DARK...

KTHAK!

HEARING THE NOISE, THE SCORPION THOUGHT IT WAS ME...

CRASH

...AND HE ACTED ACCORDINGLY.

I'M NOT DONE WITH YOU YET.

MY ARM!

SHE WAS LUCKY. HE JUST GRAZED HER.

BUT THE NEXT TIME COULD BE THE LAST.

IT DIDN'T TAKE A GENIUS TO KNOW WHAT MY NEXT STEP HAD TO BE...

I'VE GOT TO GET HER OUT OF HERE-- SOMEHOW.

BUT THE CREEP WITH THE TAIL HAS OTHER IDEAS.

A SPLIT-SECOND LATER, IN THE DARK AGAIN, I HAD MY CHANCE.

JUST TIME TO GRAB HER AND SKEEDADDLE.

SPIDEY-SPEED, DON'T FAIL ME NOW!

NATURALLY, HE SPOTTED US AS WE DUCKED OUT THE WINDOW.

COME BACK, YA CHICKEN-LIVERED YELLABELLY.

HEY, IT'S HARD TO RESIST SUCH A WARM INVITATION.

BUT I'LL FORCE MYSELF.

THERE'S NO PLACE YA CAN GO WHERE I CAN'T FOLLOW.

BOY, YOU SURE TAKE TAKE THE FUN OUTTA WEB-SWINGING.

IF ONLY I FELT AS COOL AS I TRIED TO SOUND.

FOR THOSE OF YOU WHO GET DIZZY WHEN YOU'RE UP TOO HIGH, HERE'S WHAT WAS HAPPENING DOWN BELOW...

I DID IT! I EDGED MYSELF OFF THE HOOK.

BUT I'M STILL HELPLESS WITH THIS STRAIT-JACKET ON.

GOT TO GET IT OFF-- SOMEHOW.

OVER THERE-- THAT JAGGED CONCRETE. THAT'S THE ANSWER.

YOU HAD TO HAND IT TO THE GUY...

HE SCRAPED OFF PAINFUL SLIVERS OF SKIN ALONG WITH THE JACKET...

MUST KEEP RUBBING-- NO MATTER --HOW IT HURTS.

BUT HE DIDN'T LET IT STOP HIM.

FINALLY, HE DID IT. AND THEN...

THOSE SMASHED DOORS. THE SCORPION MUST HAVE CRAWLED UP THE SHAFT.

I'LL HAVE TO USE THE STAIRS.

I JUST PRAY-- IT'S NOT TOO LATE.

I WASN'T EXACTLY SURE WHERE JOHN JAMESON WENT AFTER THAT.

BUT I HAD MY OWN PROBLEMS.

YOU WON'T ESCAPE ME.

HEY, NO HARM TRYING.

THIS'LL STOP YA.

AND THEN, TERROR STRUCK.

NO, THE TERROR WASN'T MY FEAR OF BEING HIT. IT WAS FAR WORSE...

IF I DODGE IT, IT'LL FALL TO THE CROWDED STREET BELOW.

PEOPLE WILL DIE!

BUT I CAN'T LET IT HIT US.

I HAD ONLY A MICRO-SECOND IN WHICH TO ACT.

TO THIS DAY, I DON'T KNOW IF I THOUGHT QUICKLY OR JUST MOVED BY REFLEX ACTION...

BUT I MANAGED TO KICK THE SLAB INTO LITTLE PIECES...

...WHICH FELL HARMLESSLY TO THE STREET BELOW.

LOOK!

AND WOULDN'T YOU KNOW WHO'D BE DOWN THERE IN A TAXI...

IT'S THE WEB-SLINGER --CARRYING MARLA!

THE SCORPION MUST BE AFTER THEM! STEP ON IT! DON'T LET 'EM GET AWAY!

ME GIT MIXED-UP WITH TWO BATTLIN' SUPER-GOONS? NO WAY, MAC.

I'LL GIVE YOU A HUNDRED BUCKS, CASH!

FASTEN YER SEAT-BELT!

WHEN I HEARD ABOUT IT LATER, I COULDN'T BELIEVE IT. JJ SHELLING OUT HARD CASH JUST 'CAUSE THE LADY HE LOVED WAS IN DANGER!

NEXT THING YOU KNOW, HE'D START TIPPING CABBIES AND WAITERS.

MARLA! SHE'S WAKING UP!

AT LEAST I WON'T HAVE TO FIGHT THE SCORPION WITH MY ARMS FULL.

SPIDER-MAN! WHAT HAPPENED? HOW DID WE--?

NO TIME FOR AN INSTANT REPLAY, LADY.

JUST GET DOWN THESE STAIRS, FAST-- DON'T STOP FOR ANY-THING.

SURE, I COULD HAVE SPLIT, TOO. BUT I WAS THROUGH RUNNING.

HAH! I CAUGHT YA.

YOU'VE GOT THAT BACK-WARDS, TURKEY.

THIS TIME I'M NOT WORRIED ABOUT ANYONE ELSE GETTING HURT!

IT'S JUST THE TWO OF US-- AND THAT'S ONE TOO MANY FOR ME!

ZAKK!

SO HERE'S WHERE I WHITTLE DOWN THE NUMBERS.

BUT IF I EX-PECTED A FAIR FIGHT FROM SCORPY, I NEEDED A LOBOTOMY.

I CAN ALWAYS BEAT YOU. Y'KNOW WHY?

A SECOND LATER, HE SHOWED ME...

YOU CAN'T STAND BY AND SEE INNOCENT PEOPLE GET HURT.

ME, I COULDN'T CARE LESS.

HE WAS RIGHT. HE KNEW I'D BREAK OFF THE FIGHT TO SAVE THE PEOPLE BELOW AGAIN.

THE STREET'S AS CROWDED AS EVER. ONLY ONE WAY TO STOP THAT COR-NICE FROM FALL-ING...

THWIPP!

CAN'T WORRY ABOUT THE SCORPION NOW--AND HE KNOWS IT.

SO THERE I WAS, STRAINING MY HEROIC LITTLE HEART OUT, WHILE THAT TAIL-WAVING TROGLODYTE GLOATED.

I'LL GET HER ON THE STREET BELOW, AND NO WAY YOU CAN HELP 'ER.

YOU CAN'T LET GO TILL YOU SHORE THAT UP.

I COULD ONLY WATCH AS HE LEAPED DOWN TOWARDS MARLA...

I SAW WHAT WAS HAPPENING, BUT THERE WAS NOTHING I COULD DO.

FINALLY, JUST AS I WEBBED THE WALL BACK IN PLACE, JAMESON'S TAXI REACHED THE SCENE...

MARLA! IT'S ME, JONAH! I'M HERE! I'LL SAVE YOU!

BUT THE LADY NEEDED A LOT OF SAVING.

IT'S OVER. THERE'S NO PLACE YOU CAN RUN.

WHAT-- ARE YOU GOING TO DO?

NOTHING! HE'LL DO NOTHING. I'M HERE NOW. IT'S ME HE WANTS, NOT YOU.

JAMESON!

LET HER GO. SHE'S DONE NOTHING. YOU MUSTN'T HURT HER-- YOU CAN'T!

I CAN DO ANYTHING. I'M THE SCORPION. BUT YOU --YOU'RE THE ONE WHO TURNED ME INTO A FREAK.

YOU'RE THE ONE WHO'S GONNA PAY FIRST.

PAY? I'VE BEEN PAYING FOR YEARS. WHO DO YOU THINK PAID FOR YOUR DOCTORS, FOR THE SANITARIUM?

I'VE EVEN SET UP A FUND TO REPAY YOUR VICTIMS.

SO, IT WAS YOU!

I KNOW I WAS RESPONSIBLE YEARS AGO. THAT'S WHY I'LL PAY YOU WHATEVER IT TAKES--

YOU FOOL! DO YOU THINK MONEY ALONE CAN GET YOU OFF THE HOOK?

YOU MADE ME A FREAK! WHAT'S THE PRICE FOR THAT, JAMESON?!!

MONEY MEANS NOTHING. WITH MY STRENGTH, MY POWER, I CAN TAKE WHAT I NEED. THE ONLY PAYMENT I WANT FROM YOU IS--

YOUR LIFE!

DAD!

AND THE LIFE OF ANYONE YOU CARE ABOUT-- STARTING WITH HER.

RUN, JONAH! LEAVE ME, DARLING! YOU CAN STILL GET AWAY!

NO, MARLA-- IT'S ME HE WANTS. HE'LL LET YOU GO NOW THAT HE HAS ME--ISN'T THAT RIGHT, GARGAN?

NO! I WON'T LEAVE YOU, JONAH!

MARLA--!

THEY'D EACH GIVE THEIR LIFE-- FOR THE OTHER.

I-- NEVER REALIZED--

--THEIR LOVE IS SO STRONG.

THEY MUSTN'T DIE! THEY CAN'T! I WON'T LET THEM!

WELL, IF IT AIN'T THE PRODIGAL SON!

JOHN!

PERFECT! I GOT YA ALL. IT'S JUST WHAT I WANTED.

I'LL BE A NICE GUY, JAMESON. I'LL GIVE YA A CHOICE.

ONE OF THEM CAN LIVE! THE OTHER'S GOT TO DIE!

IT'S UP TO YOU! WHO LIVES? WHO DIES?

THE LADY?

OR YER CREEPY SON?

I AIN'T GOT ALL DAY.

WHICH--

ONE--

DIES?

ME! TAKE ME. I'M THE ONE YOU WANT.

MARLA AND MY SON HAVE DONE NOTHING TO YOU-- NOTHING.

LET THEM GO--DON'T HURT THEM. JUST TAKE ME.

THANKS, JAMESON. I NEEDED THAT. I BEEN WAITIN' YEARS FOR THIS MINUTE.

BUT YER DUMBER THAN YA LOOK IF YOU THINK I'D LET ANYONE WALK OUTTA HERE ALIVE.

MAYBE I'LL SAVE YOU FER LAST.

NO!

GO ON, BEG. IT'S MUSIC T'MY EARS.

I'M THE SCORPION! I GOT THE POWER OF LIFE AN' DEATH.

AND THIS IS WHERE I'M GONNA USE IT!

IF THERE'S ONE THING I HATE, IT'S A HAMMY BAD GUY!

THWIPP!

THE ONLY REVENGE YOU'LL GET IS TALKING YOUR VICTIMS TO DEATH!

MY EYES! CAN'T SEE!

THAT'S THE IDEA, DUMMY.

QUICK! NOW'S OUR CHANCE.

SURPRISED, SCORPY? HEY, YOU DIDN'T THINK IT WOULD TAKE ME FOREVER TO SHORE UP ONE LITTLE HUNK OF WALL, DIDJA?

THAT'S IT. KEEP MOVING. DON'T STOP FOR ANYTHING.

WHY COULDN'T YOU HAVE TAKEN 'EM TO THE MIDDLE OF TIMES SQUARE INSTEAD OF A LONELY ALLEY?

US FRIENDLY NEIGHBOR-HOOD SPIDER-MEN LOVE AN AUDIENCE WHEN WE COME ON LIKE GANG-BUSTERS.

ACTUALLY, I'M NOT OLD ENOUGH TO REMEMBER THE GANGBUSTERS RADIO SHOW, BUT UNCLE BEN USED TO TALK ABOUT IT. JUST THOUGHT YOU'D LIKE TO KNOW.

THIS WAS ONE FIGHT I'LL NEVER FORGET. JUST BETWEEN US, I ENJOYED EVERY MINUTE OF IT.

IT'S JUST YOU 'N ME NOW, SCORPY. ISN'T THAT COZY?

IT AIN'T FAIR. I CAN'T SEE THRU YER CRUMMY WEBBING.

CRUMMY? HEY, MAN, DO YOU KNOW WHAT THAT STUFF COSTS THESE DAYS?

--EVEN WITH MY PROFESSIONAL DISCOUNT.

AND *YOU'RE* TALKING ABOUT FAIR?!!

I KNEW THAT THE MORE I GOADED HIM, THE MORE HE'D LOSE CONTROL!

ONE THING YOU NEVER WANNA DO IS FIGHT A CALM, CLEAR-THINKING SCORPION.

HOLD STILL, PLAY-MATE. I'LL HELP YOU GET THE WEBBING OFF.

A FEW SOLID WHUMPS TO YOUR JAW OUGHTTA LOOSEN IT.

DON'T BOTHER, FUNNY MAN. I DID IT.

IT WAS ONLY STUCK ONTO MY MASK.

WOW! NOW I REMEM-BER WHY YOU WORE A MASK.

WHERE DO YOU BUY YOUR UGLY-PILLS?

KEEP TALKIN'. YOU WON'T BE ABLE TO MUCH LONGER.

UH, UH! GOTTA BE FASTER'N THAT TO SWAT A SPIDER.

HEY, THIS IS A GREAT BEAT! WE COULD BE ON M/TV!

ZOK!

ZOK!

ZOK!

ZOK!

IT DON'T MAKE SENSE, I'M BIGGER THAN YOU, STRONGER THAN YOU. HOW D'YA KEEP GOIN'?

YOU LEFT OUT THE MOST IMPORTANT THING--YOU'RE SLOWER THAN ME.

MENTALLY, TOO, KNOT-HEAD!

ANYWAY, SO WHAT IF YOU'RE STRONGER? I'M NOT EXACTLY A 98-POUND WEAK-LING.

I KNEW I COULDN'T KEEP DODGING HIM FOREVER, SO I PUT EVERYTHING I HAD INTO THAT ONE WHUMP, FIGURING IT WOULD FINISH HIM.

DIDJA EVER HAVE A DAY WHEN NOTHING WENT RIGHT?

ARRGHHH

THAT SINKS IT! THERE'S ONLY ONE WAY TO BEAT HIM.

THIS WAS THE ANSWER. KEEP HIM ON THE OFFENSIVE. LET HIM USE HIS OWN STRENGTH TO WEAR HIMSELF OUT.

AND PRAY HE DIDN'T CONNECT BEFORE IT WAS OVER.

MY HEAD! WH-WHAT HAPPENED? STAY BACK. I-I'LL GET YA YET.

HE'S WEAKENING. EVEN HIS TAIL IS SLOWER THAN BEFORE.

I HAVE TO MAKE MY PLAY NOW, BEFORE HE CAN GET HIS SECOND WIND.

I WUZ DUMB. I LET YA RUN RINGS AROUND ME--YA WORE ME OUT. BUT NOT ANYMORE.

NOW I'LL MAKE YA COME TO ME. AND WHEN YOU DO, I'LL--

YOU'RE DOIN' IT AGAIN, SCORPY--MAKIN' SPEECHES.

YOU SURE YOU'RE NOT A DEFROCKED POLITICIAN?

I NEVER LET HIM KNOW IT, BUT I WAS ALMOST AS TIRED AS HE WAS. I KNEW THIS WOULD BE MY LAST CHANCE. IT HAD TO BE GOOD.

WOK!

IT WAS.

SINCE WE HAD SHARED SO MANY INTIMATE MOMENTS TOGETHER. I FIGURED THE LEAST I COULD DO WAS LEAVE MY CALLING CARD.

I HATE TO FIGHT AND RUN, SKINHEAD, BUT YOU'VE TURNED INTO A REAL PARTY POOPER.

Courtesy of your Friendly Neighborhood Spider-Man

A FEW SECONDS LATER, THE LAW ARRIVED AND CARTED SCORPY AWAY. THEY DIDN'T SEE ME HIDING 'WAY UP ON THE CEILING. IT'S JUST AS WELL.

I'D PROBABLY HAVE BEEN STUCK WITH A BILL FOR THE BUSTED FURNITURE.

IT'S OVER, MARLA. WE'RE SAFE NOW.

JONAH, IF ANY-THING HAD HAPPENED TO YOU...

CONGRATULA-TIONS, MR. J. YOU'VE GOT ONE SPUNKY LADY.

CAPTAIN, WHAT ABOUT SPIDER-MAN?

WHAT ABOUT HIM? HE STOPPED A BANK ROBBERY, SAVED A FEW LIVES, AND DELIVERED THE SCORPION TO US.

AND HE'S NOT EVEN ON THE PAYROLL.

NOW THAT'S MY KIND'A CAPTAIN.

WHEN JONAH'S WEDDING DAY ROLLED AROUND, I WEB-SWUNG OVER TO RIB HIM A LITTLE. BUT, WHEN I REACHED HIS WINDOW, I GOT THE FEELING THIS WASN'T THE RIGHT TIME.

YOU SENT FOR ME, DAD?

YES, JOHN. I WANTED TO HAVE A TALK WITH YOU BEFORE THE CEREMONY.

SURE. WHAT-EVER YOU SAY.

NO, SON. IT'S WHATEVER ***YOU*** SAY. THINGS HAVEN'T ALWAYS BEEN PERFECT BETWEEN US. I-- WANT TO CHANGE THAT.

HEY, THERE'S NOTHING TO CHANGE.

Y'KNOW, YOU NEVER COULD TIE A BOWTIE.

ABOUT MY MARRIAGE TO MARLA-- I LOVE HER, JOHN.

I KNOW THAT NOW. AND I KNOW YOU'LL BOTH BE GOOD FOR EACH OTHER.

IT ISN'T AS THOUGH YOU MEAN ANY LESS TO ME, SON. YOU KNOW HOW I FEEL ABOUT YOU.

I DO NOW. I SHOULD HAVE KNOWN ALL THE TIME.

YOU-- HAD PROBLEMS BEFORE.

BUT YOU'RE ON THE ROAD TO RECOVERY NOW. AND I JUST WANTED TO TELL YOU THAT I HOPE-- I WISH --THAT ONE DAY YOU'LL FIND SOMEONE LIKE MARLA--

SOMEONE WHO'LL MAKE YOU HAPPY-- AS HAPPY AS SHE MAKES ME.

I LOVE YOU, SON. DON'T EVER DOUBT IT. DON'T EVER FORGET IT.

I LOVE YOU, TOO, DAD. MAY-BE I NEVER REALIZED HOW MUCH --UNTIL NOW.

AND THERE'S SOMETHING ELSE I'VE GOT TO TELL YOU...

I'M PROUD OF YOU, DAD. TO ME YOU'RE THE BEST--AND YOU ALWAYS WILL BE.

JOHN, MY SON...

JONAH, IT'S TIME. EVERYONE'S WAITING FOR THE GROOM.

I'M COMING, ROBBIE.

AND SO IS-- MY BEST MAN.

WELL, THERE'S REALLY NOT MUCH MORE TO SAY. IT MUST BE TRUE LOVE, 'CAUSE I NEVER THOUGHT OL' JJ WOULD FOOT THE BILL FOR SO MANY GUESTS. MARLA LOOKED TERRIFIC, AND JONAH DIDN'T LOOK ANY WORSE THAN USUAL. EVERYONE WHO WAS ANYONE WAS THERE, INCLUDING YOURS TRULY.

OH, ONE LAST THING. I REALLY SHOULDN'T TELL YOU THIS, BUT WHEN THE CEREMONY FINALLY STARTED, NOBODY HAD MORE TEARS TRICKLING DOWN HIS CHEEKS THAN YOUR OWN FRIENDLY NEIGHBORHOOD SPIDER-MAN.

DEARLY BELOVED, WE ARE GATHERED HERE...

SEE? IF GROUCHY OLD MEN CAN FIND LOVE, THERE'S HOPE FOR US ALL!

FIN

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APPROVED BY THE COMICS CODE AUTHORITY

the AMAZING SPIDER-MAN®

F/R

"THE CHALLENGE OF HOBGOBLIN!"

SPIDER-MAN

ARE YOU ALL RIGHT, MAY?

MAY--?

STAN LEE IS PROUD TO PRESENT
TOM DeFALCO--WRITER
RON FRENZ -- PENCILER
JOE RUBINSTEIN & BRETT BREEDING -- FINISHERS
JOE ROSEN -- LETTERER
BOB SHAREN -- COLORIST
DANNY FINGEROTH--EDITOR
JIM SHOOTER--EDITOR-IN-CHIEF

I KNOW IT'S NONE OF MY BUSINESS, DEAR LADY, BUT IT'S OBVIOUS THAT SOMETHING'S TROUBLING YOU! YOU'VE SPENT MOST OF THIS PAST WEEK ALONE IN YOUR ROOM, AND THAT'S NOT LIKE YOU.

PERHAPS A FRIENDLY FACE AND A SPOT OF TEA WILL HELP YOUR SPIRITS.

THAT'S VERY THOUGHTFUL OF YOU, ARTHUR.

NOT AT ALL! IT NEVER HURTS TO BE NICE TO ONE'S LANDLADY.

BESIDES, I HAVE AN ULTERIOR MOTIVE. I WANT TO KNOW WHAT'S WRONG.

HAVE YOU BEEN THINKING ABOUT *PETER*, AGAIN? WHY DON'T YOU PHONE THE BOY?

MY NEPHEW AND I HAVE NOTHING TO DISCUSS.

YOU'RE STILL ANGRY BECAUSE HE DROPPED OUT OF COLLEGE, AREN'T YOU?

THIS DOESN'T CONCERN YOU, ARTHUR CHEKOV!

YOU DON'T UNDERSTAND, NO ONE DOES...

EVER SINCE HE WAS A CHILD PETER DREAMED OF A CAREER IN SCIENCE. HE OWED IT TO HIMSELF TO ACCOMPLISH THAT DREAM!

IT WAS HIS RESPONSIBILITY!

BUT HE QUIT! DROPPED OUT! TURNED HIS BACK ON HIS OWN FUTURE!

AREN'T YOU BEING A LITTLE HARSH, MAY? DON'T YOU OWE IT TO HIM TO HEAR HIS SIDE OF THE STORY?

AFTER ALL, THINGS AREN'T ALWAYS WHAT THEY APPEAR.

I KNOW YOU FEEL HURT! BETRAYED--!

BUT, YOU SHOULD KNOW YOUR NEPHEW BETTER THAN THAT! THE BOY LOVES YOU! HE WOULDN'T HURT YOU FOR THE WORLD!

IN FACT, PETER'S SUCH A GENTLE BOY, I SERIOUSLY DOUBT...

"...THAT HE WOULD EVER INTENTIONALLY HURT ANYONE!"

FWAMM!

THAT WAS TO SHOW YOU GUYS THAT I MEAN BUSINESS!

THE REST OF YOU COULD SAVE A FORTUNE IN DENTAL CARE BY SURRENDERING NOW!

GET 'IM!

RIP THAT WALL-CRAWLIN' CREEP APART!

OH! SO THAT'S THE WAY YOU WANT IT, HUH?

ALL RIGHT, BUT DON'T GO BLAMING ME WHEN YOUR GROUP INSURANCE RATES GO UP!

FWAK!

BWOP!

KWAM!

UFF I MISSED HIM AGAIN!

DON'T TAKE IT SO HARD, BUCKO! AFTER ALL, IT ISN'T EASY TO HIT A MAN WITH THE PROPORTIONATE SPEED AND AGILITY OF A SPIDER!

BUT THEN, AS THE SPECTACULAR WEB-SPINNER SOMERSAULTS FORWARD...

THAT WAS A REAL NICE MOVE, WEBS!

A SHAME IT PUT YOU RIGHT IN MY SIGHTS!

EVEN AS THE GUNMAN'S FINGER TIGHTENS ON HIS TRIGGER, SPIDER MAN REGAINS HIS FOOTING...

...AND THEN, TAPS TWICE ON A WAFER-THIN BUTTON HIDDEN BENEATH THE PALM OF HIS GLOVE...

BUT...

PLOOTZZZ!

?!?

OH, NO! OF ALL THE TIMES FOR MY WEB-SHOOTERS TO GUNK UP!

BLAM!

I DON'T BELIEVE IT--!

I HAD HIM DEAD-TO-RIGHTS, AND HE STILL MANAGED TO LEAP TO SAFETY!

THIS IS REAL EMBARRASSING! I CAN FEEL THE WEBBING HARDENING AROUND MY HAND, AND THERE ISN'T A DARNED THING I CAN DO ABOUT IT!

PWAK!

THUMP!

I ALREADY KNOW FROM PAST EXPERIENCE THAT I'D BE WASTING MY TIME IF I TRIED TO RIP THROUGH IT! IT'S TOO STRONG FOR EVEN MY SPIDER-STRENGTH!

FWOOSH!

I GUESS I'LL JUST HAVE TO WAIT AN HOUR UNTIL IT DISSOLVES BY ITSELF!

I HOPE IT DOESN'T UPSET MY TIMING AND THROW OFF MY BALANCE...

BWUNK!

...IN THE MEANTIME!

MOMENTS LATER...

HHM! LOOKS LIKE THE SMALL FRY ARE ALL PRESENT AND ACCOUNTED FOR, BUT WHERE'S THE HEAD HONCHO? HE'S THE ONE I REALLY WANTED TO SEE...

THWIP!

AH-HA!

HEL-LO DERE, MR. SANTELLIO! HOW'S MY FAVORITE NEIGHBORHOOD BOOKIE DOING TODAY?

FIX ANY RACES LATELY? WHAT'S THE POINT SPREAD ON SUNDAY'S JETS/STEELERS GAME?

PLEASE DON'T HIT ME! I'M NOT A WELL MAN!

IF THAT'S TRUE, IT'S TIME YOU STARTED THINKING ABOUT RETIREMENT!

AFTER ALL, THE ATTORNEY GENERAL HAS ALREADY DETERMINED THAT RUNNING AN ILLEGAL BETTING PARLOR CAN BE DANGEROUS TO YOUR HEALTH!

BUT YOU DON'T HAVE TO WORRY ABOUT THAT NOW! I'M NOT HERE TO HURT YOU!

POSSESSING THE UNCANNY ABILITY TO STICK TO ANY SURFACE, SPIDER-MAN PRESSES HIS FINGERTIPS AGAINST SANTELLIO'S BACK...

AND...

÷URKK!÷

CAN WE TALK NOW?

THE WORD IS ALL OVER THE STREET THAT THE *HOBGOBLIN* PAID YOU A LITTLE VISIT LAST WEEK!*

WHY?

*LAST ISSUE TO YOU--DANNY.

HE... HE'S TRYING TO MUSCLE IN ON MY ACTION! WANTS 10% OF MY WEEKLY TAKE!

I REALLY CAN'T AFFORD TO PAY HIM, BUT WHAT CHOICE HAVE I GOT? HE'LL KILL ME IF I DON'T!

DOES THE HOBGOBLIN COLLECT THE MONEY HIMSELF?

NO, HE HAS SOME PEOPLE WHO DO IT FOR HIM. I'VE SEEN THEM AROUND BEFORE. THEY WORK FOR *THE ROSE!*

THE ROSE? WHAT'S HIS CONNECTION WITH HOBGOBLIN?

A FEW MOMENTS LATER...

TA-*TA*, SANTELLIO! THANKS FOR THE INFO!

HEY! YOU CAN'T LEAVE ME ALL WEBBED UP LIKE THIS!

CAN'T I? JUST WATCH ME...

MAYBE SANTELLIO *SHOULD* RETIRE! HE CERTAINLY DOESN'T SEEM TO HAVE THE RIGHT DISPOSITION FOR A LIFE OF CRIME!

UH-OH! SOMETHING TELLS ME I'D BETTER KEEP MY MIND ON THE BUSINESS AT HAND!

WEB-SWINGING IS REAL AWKWARD WHEN YOU CAN ONLY USE ONE HAND!

I GUESS IT'S MY FAULT THAT WEB-SHOOTER BACKFIRED ON ME!

THESE THINGS NEED A LOT OF MAINTENANCE TO PREVENT THEM FROM CLOGGING UP, AND I JUST HAVEN'T BEEN PUTTING THE TIME IN ON THEM LATELY!

WHY SHOULD I? FOR THE PAST FEW MONTHS, I'D BEEN WEARING THAT NEW BLACK COSTUME WHICH I PICKED UP ON THE BEYONDER'S PLANET!*

IT CAME EQUIPPED WITH ITS OWN BUILT-IN PAIR OF WEB-SHOOTERS, SO I LET MY OLD ONES FALL INTO DISREPAIR...

*SEE THE MARVEL SUPER HEROES SECRET WARS LIMITED SERIES--DANNY.

BUT THAT WAS BEFORE I LEARNED THAT THE COSTUME WAS REALLY A LIVING CREATURE WHICH WAS DETERMINED TO PERMANENTLY GRAFT ITSELF TO MY BODY!

I WOULD HAVE BEEN TRAPPED WITHIN IT FOREVER, IF IT HADN'T BEEN FOR REED RICHARDS!*

THANKFULLY, IT'S SAFELY LOCKED AWAY IN FANTASTIC FOUR HEADQUARTERS WHERE IT CAN NEVER BOTHER ME AGAIN!

*SEE ISSUE #258--DANNY.

I DON'T KNOW WHY I'M EVEN THINKING ABOUT IT, WHEN I HAVE SO MANY MORE IMMEDIATE PROBLEMS TO WORRY ABOUT...

MY RELATIONSHIP WITH THE BLACK CAT HAS BEEN ON THE ROCKS EVER SINCE I LEARNED THAT SHE'S BEEN KEEPING SOME VERY IMPORTANT SECRETS FROM ME*...

...I HAVEN'T FOUND A WAY TO MAKE PEACE WITH AUNT MAY...

THWIPP!

...AND I'M STILL ADJUSTING TO THE FACT THAT MARY JANE WATSON KNOWS MY SECRET IDENTITY!

*SEE RECENT ISSUES OF SPECTACULAR SPIDER-MAN--DANNY.

GOSH, MY LIFE SURE HAS BEEN COMPLICATED LATELY!

AND I'VE GOT A HUNCH THINGS ARE ABOUT TO GET WORSE! MUCH WORSE!

ESPECIALLY IF A MAJOR CRIMELORD LIKE THE ROSE HAS REALLY JOINED FORCES WITH THE HOBGOBLIN!

EVEN ALONE, HOBGOBLIN IS ONE OF MY MOST DANGEROUS ENEMIES!

HE'S TOTALLY RUTHLESS!

THE GUY POSSESSES SUPER STRENGTH WHICH IS ON A PAR WITH MY OWN, AND HE USES THE DEADLY WEAPONRY OF THE ORIGINAL GREEN GOBLIN, NORMAN OSBORN...

...WHO WAS THE FATHER OF MY BEST FRIEND, HARRY!

THE HOBGOBLIN WAS USING OSBORN'S OLD JOURNALS TO UNLOCK THE SECRETS OF THE GREEN GOBLIN'S POWERS AND WEAPONRY!

THOSE JOURNALS WERE DESTROYED THE LAST TIME WE FOUGHT, BUT THE HOBGOBLIN MANAGED TO GET AWAY!

IF HE HURTS ANYONE, IT'S MY FAULT... MY RESPONSIBILITY!

? ? ? ? ?

I'VE GOT TO FIND HIM! GOT TO STOP HIM, BUT HOW--?!

HOW--?!

I DON'T EVEN KNOW WHERE TO BEGIN LOOKING FOR HIM!

ELSEWHERE, AT THAT VERY MOMENT...

SNIP!

ALL THE ARRANGEMENTS HAVE BEEN MADE, MY FRIEND.

EVERYTHING WILL PROCEED ACCORDING TO YOUR PLAN.

EXCELLENT, ROSE!

I KNOW THAT THE MISSION YOU'RE ABOUT TO EMBARK ON IS VERY IMPORTANT TO YOU, HOBGOBLIN!

I WISH YOU LUCK.

BAH! ONLY FOOLS AND CHILDREN BELIEVE IN LUCK!

I AM THE HOBGOBLIN! I HAVE SKILL! POWER--!

LET LESSER MEN PRAY FOR LUCK!

HEY, BOSS! HOW MUCH LONGER ARE WE GONNA PUT UP WITH THAT JERK?

BE PATIENT, MR. JOHNSTON.

THE HOBGOBLIN MAY BE A BIT OUTLANDISH...IN COSTUME AS WELL AS MANNER...BUT HE IS A MOST IMPORTANT ALLY.

"WITH HIS AID, I SHALL SLOWLY SEIZE CONTROL OF ALL THE MAJOR GAMBLING INTERESTS IN THIS CITY...

"OUR GANG WILL GROW IN POWER AND INFLUENCE, UNTIL I AM A FIT RIVAL FOR THE KINGPIN OF CRIME HIMSELF!

"ONLY THEN, WILL THE HOB-GOBLIN HAVE SERVED HIS PURPOSE. AND, ON THAT DAY...

"...HE SHALL DIE!"

JUST THEN, IN MIDTOWN MANHATTAN...

HAVE TO HURRY! I WAS SUPPOSED TO MEET LIZ AND HARRY OVER FIVE MINUTES AGO!

I ENVY THOSE TWO! THEY'RE SO HAPPY TOGETHER!

MARRIED LIFE CERTAINLY SEEMS TO AGREE WITH THEM, AND THEY'RE BOTH EXCITED ABOUT BECOMING PARENTS!

I JUST HOPE NOTHING CROPS UP TO SPOIL THEIR HAPPINESS!

WELL, WELL, LOOK WHO FINALLY DECIDED TO SHOW UP!

HI, LIZ! HARRY! I HOPE YOU HAVEN'T BEEN WAITING LONG!

THE GARDEN RESTAURANT

NOT AT ALL, MARY JANE! WE'VE BEEN WINDOW-SHOPPING!

I'M AFRAID LIZ'S LITTLE LUNCHEON IS GOING TO END UP COSTING ME A LOT MORE THAN I BARGAINED FOR!

I'M SURE YOU CAN AFFORD IT, HARRY!

MY, MY, YOU'RE SHOWING A LOT MORE THAN THE LAST TIME I SAW YOU!

÷GIGGLE÷ I SHOULD HOPE SO--! THE BABY'S DUE ANY DAY NOW!

ENJOY YOUR LUNCH, LADIES! I'LL MEET UP WITH YOU AFTER I'VE SEEN TO SOME WORK IN THE OFFICE.

THAT'S HER--!

SHE'S THE ONE WE WANT!

I'M SORRY HARRY COULDN'T JOIN US TODAY!

SO AM I! HE COULD USE A BREAK! HE'S BEEN WORKING SO HARD LATELY...

THEY'RE ENTERING THE RESTAURANT! WHEN DO WE MAKE OUR MOVE?

SOON...

THE GARDEN RESTAURANT

MEANWHILE, NOT FAR AWAY, STANDS ONE OF NEW YORK CITY'S MOST FAMOUS LANDMARKS--

--THE **BAXTER BUILDING**, HEADQUARTERS OF THE **FANTASTIC FOUR!**

INSIDE ONE OF THE MANY LABORATORIES THAT FILL THIS MADISON AVENUE COMPLEX...

...THE ALIEN **ENTITY**, WHICH HAD BEEN SPIDER-MAN'S COSTUME, DESPERATELY SEARCHES FOR A MEANS TO ESCAPE ITS PRISON...

SUDDENLY, THE ENTITY DETECTS ANOTHER'S PRESENCE...

...YOUNG FRANKLIN RICHARDS!

I'D BETTER GET MY BALL BEFORE DADDY SEES ME. HE DOESN'T LIKE ME PLAYING NEAR HIS LAB'TORIES!

FOR A LONG MOMENT, THE ENTITY STUDIES THE FIVE YEAR OLD BOY! AND THEN, A PLAN IS FORMED--!

OH--!

CATCHING THE CHILD'S GAZE, THE ENTITY ATTEMPTS TO REACH HIS MIND--

--TO SEIZE CONTROL OF HIS YOUNG WILL!

BUT THEN, EVEN AS THE ENTITY INCREASES HIS MENTAL ASSAULT--

--CERTAIN PSYCHIC BARRIERS BEGIN TO CRUMBLE--

--TO FAIL!

AND, SUDDENLY, THE ENTITY SENSES SOMETHING BEING RELEASED WITHIN THE BOY...

...SOMETHING HORRIBLE! UNCONTROLABLE--!

HOWEVER, JUST THEN...

THERE YOU ARE, FRANKLIN! MOMMY'S BEEN LOOKING ALL OVER FOR YOU! IT'S TIME TO GO HOME TO BELLE PORTE! FRANKLIN--?

ARE YOU FEELING ALL RIGHT, HONEY?

MOMMY...

MY... HEAD HURTS, MOMMY!

OH, DEAR! I HOPE YOU'RE NOT COMING DOWN WITH SOMETHING!

DOES SOME UNNAMED PIECE OF LABORATORY EQUIPMENT CHOOSE TO HUM AT THAT PRECISE MOMENT--

--OR DOES THE ALIEN ENTITY BREATHE AN AUDIBLE SIGH OF RELIEF AS YOUNG FRANKLIN RICHARDS IS LED AWAY?

ONLY TIME WILL TELL...

ELSEWHERE...

I HAVEN'T WANTED TO WORRY LIZ NEEDLESSLY, BUT I'M AFRAID THAT *OSBORN MANUFACTURING* IS IN SERIOUS TROUBLE!

NO MATTER WHAT HAPPENS, LIZ AND I ARE PROTECTED. MY INHERITANCE GUARANTEES US FINANCIAL SECURITY--

OSBORN CORPORAT

--BUT THAT ISN'T THE POINT! MY FATHER BUILT THIS COMPANY FROM THE GROUND UP!

IT'S ONE OF HIS FEW WORTHWHILE ACCOMPLISHMENTS!

ONE OSBORN PLAZA

I'D HATE TO SEE IT ALL GO DOWN THE DRAIN!

AS A MEMBER OF THE BOARD OF DIRECTORS, IT'S MY JOB TO PROTECT OSBORN MANUFACTURING!

BUT, AS THE SON OF NORMAN OSBORN, I HAVE AN EVEN GREATER RESPONSIBILITY!

I'VE GOT TO FIND A WAY TO SAVE DAD'S COMPANY!

GOOD AFTERNOON, MR. OSBORN! I HOPE YOU'VE REMEMBERED TO NOTE TODAY'S DIRECTORS MEETING ON YOUR CALENDAR.

I'LL BE THERE, MENKEN.

BY THE WAY, HAVE YOU MANAGED TO SECURE THOSE REPORTS I ASKED ABOUT?

OSBORN MANUFACTU

THEY'RE WAITING ON YOUR DESK, SIR!

THANK YOU, MENKEN. YOU'RE AS EFFICIENT AS EVER!

I'LL SEE YOU AT THE MEETING.

SOMETIME LATER...

THESE REPORTS CONFIRM MY WORST FEARS!

SOMEONE HAS BEEN BUYING UP HUGE BLOCKS OF OSBORN STOCK THROUGH A SERIES OF DUMMY COMPANIES!

IT'S AN OBVIOUS TAKE-OVER BID!

BUT WHY WOULD ANYONE GO THROUGH ALL THE TROUBLE AND EXPENSE OF SETTING UP SUCH A COMPLI-CATED BUSINESS MANEUVER?

MORE IMPORTANTLY, *WHO* IS THIS MYSTERIOUS SOMEONE WHO'S TRYING TO GAIN CONTROL OF MY FATHER'S COMPANY? WHAT DOES HE WANT?!

OH, DAD, I NEVER HAD YOUR COURAGE OR STRENGTH. I JUST DON'T KNOW WHAT TO DO, OR WHERE TO TURN...

SMAAAASSSH!

OSBORN!

I'VE COME FOR THE JOURNALS! YOUR FATHER'S JOURNALS!

THE HOBGOBLIN--?!

B-BUT... YOU'RE *DEAD!*

UNFORTUNATELY, FOR YOUR SAKE, I AM QUITE ALIVE!

I AM SURE YOU KNOW THAT YOUR MAD FATHER KEPT RECORDS-- SECRET JOURNALS-- OF HIS EXPLOITS AS THE GREEN GOBLIN!

SPIDER-MAN DESTROYED MY COPIES --BUT NORMAN OSBORN WAS A CAUTIOUS MAN! HE MUST HAVE MADE *OTHER* COPIES!

I WANT THEM! *NOW!*

I...I DON'T KNOW WHAT YOU'RE TALKING ABOUT!

DON'T PLAY ME FOR A FOOL, OSBORN! I'M CERTAIN YOU HAVE THOSE JOURNALS HIDDEN AWAY! BUT YOU'LL ONLY BE TOO GLAD TO AGREE TO *TRADE* THEM ONCE YOU HEAR WHAT I HAVE TO OFFER...

OH, NO!

WHAT KIND OF GREETING IS THAT, HOBBY? AREN'T YOU GLAD TO SEE ME?

WHAT ABOUT ALL THE FUN TIMES WE USED TO HAVE?! MY FAVORITE WAS WHEN YOU'D SMASH ME ACROSS THE FIST WITH YOUR JAW, JUST LIKE THIS--!

THOP

MY HUNCH WAS RIGHT! I KNEW HE'D COME AFTER HARRY SOONER OR LATER!

UH-OH! HE'S TENSING! GETTING READY TO STRIKE--!

SPIDER-MAN! I DIDN'T PLAN TO HAVE TO DEAL WITH YOU JUST YET! BUT, NO MATTER...

...THE HOBGOBLIN IS PREPARED FOR ANY EVENTUALITY!

÷SHEESH÷ NOT THE FINGER-BLASTERS, AGAIN!

BZAK!

WHY DON'T YOU COME UP WITH SOME NEW WEAPONRY?

AREN'T YOU TIRED OF USING THE GREEN GOBLIN'S OLD HAND-ME-DOWNS?!

WHAT'S WITH HARRY? WHY DOESN'T HE RUN FOR COVER?

MOVE IT, OSBORN! GET OUT OF HERE!

IT'S NO USE! HE'S FROZEN WITH FEAR!

I'LL HAVE TO TRY TO DIRECT THIS FIGHT SOMEWHERE ELSE!

AND, HERE COMES MY CHANCE--!

I DID IT! THE HOBGOBLIN DIDN'T EXPECT ME TO SUDDENLY SPRING FORWARD, AND FORCE HIM THROUGH THIS DOOR!

BRAKKK!

HI-HO, HOBBY!

FTASSH!

NOW, IF ONLY I CAN STEER HIM THROUGH THIS GLASS PARTITION, AND TOWARD THAT ROOM AT THE END OF THE HALLWAY--!

IT'S GOTTA BE A STOREROOM BY THE LOOK OF IT! WE CAN DUKE IT OUT WITHOUT WORRYING ABOUT INNOCENT BYSTANDERS!

THKAMM!

BLAST!

IT'S SOME KIND OF --

--MEETING ROOM!

WHAT THE --?!

I HOPE THESE TWO AREN'T STOCKHOLDERS!

GET OUT OF MY WAY, SPIDER-MAN! THERE'S NO PROFIT IN CONTINUING THIS FOOLISH BATTLE!

HE'S HEADED FOR THE WINDOW! I CAN'T LET HIM ESCAPE ME AGAIN--!

DON'T GO AWAY YET, HOBGOBLIN! I HAVE ONE LAST TRICK TO SHOW YOU!

SPWAK!

PRETTY NEAT, HUH?

DO YOU THINK I COULD PARLAY IT INTO A GUEST SHOT ON *THAT'S INCREDIBLE?*

KRE-ASHH!

≒UGNN≒

IF THAT DOESN'T GOAD HOBBY INTO STICKING AROUND, NOTHING WILL!

WHAT ARE YOU GUYS STILL DOING HERE?

≒*SHEESH*≒ DOESN'T ANYONE KNOW HOW TO CLEAR A ROOM IN PANIC ANYMORE?!

HEAD FOR THE FIRE EXITS, PEOPLE!

I'VE GOT A NASTY FEELING THAT THINGS ARE GOING TO GET PLENTY HOT AROUND HERE!

I HAD NO INTENTION OF FIGHTING YOU, SPIDER-MAN! I WOULD HAVE BEEN CONTENT TO LEAVE! TO LET YOU LIVE--!

NO MORE!

MEANWHILE, ACROSS TOWN...

DAILY BUGLE

...INSIDE THE EDITORIAL OFFICES OF THE MOST WIDELY READ NEWSPAPER IN THE CITY!

BRINGG-

WHY DOESN'T HE ANSWER THE PHONE? HE'S SUPPOSED TO BE HOME!

SOMETHING WRONG, BETTY?

NOT REALLY, ANN! I WAS TRYING TO CALL MY HUSBAND, NED, BUT HE MUST HAVE STEPPED OUT!

I CAN'T IMAGINE WHERE HE COULD BE...

SAY, HAVE YOU HEARD THE LATEST--? JAMESON IS ALREADY BACK FROM HIS HONEYMOON! *

ONLY ONE WEEK, CAN YOU BELIEVE IT? HIS POOR WIFE! I WONDER IF THE OLD WALRUS EVEN BOTHERED TO...

* HE MARRIED MARLA MADISON IN THIS YEAR'S AMAZING SPIDER-MAN ANNUAL --DANNY.

MACINTOSH--!

=ULP=

DON'T I PAY YOU A SALARY, YOUNG LADY?

YES, MR. JAMESON, SIR!

AND SHOULDN'T YOU BE WORKING TO EARN THAT SALARY?

YES, MR. JAMESON, SIR!

THEN, GET TO IT!

WHAT'S GOING ON OUT... OH, JONAH! I SEE YOU'RE RIGHT ON TIME FOR OUR DAILY BUDGET MEETING!

HOW WAS THE HONEYMOON?

=GRRMBL=

BETTY, DID YOU GET A PHOTOGRAPHER FOR THAT FEATURE STORY WE DISCUSSED EARLIER?

NOT YET, MR. ROBERTSON! I HAVEN'T BEEN ABLE TO REACH EITHER PETER PARKER OR LANCE BANNON!

THAT'S ODD! THOSE TWO ARE ALWAYS UNDERFOOT WHEN WE DON'T NEED THEM...

"...I WONDER *WHERE* THEY ARE NOW?!"

FWAMM!

EEK! THIS IS THE LADIES ROOM, YOU MANIACS!

I COULDN'T HAVE CHOSEN A MORE APPROPRIATE SITE FOR YOUR DEATH, SPIDER-MAN!

KEEP STRUGGLING! THAT WAY I'LL ENJOY MY EVENTUAL TRIUMPH ALL THE MORE!

SURE, PAL, *HAPPY* TO OBLIGE!

SWUK!

DON'T SAY A WORD!

I KNOW YOU'RE SMIRKING BENEATH YOUR MASK!

WHO ME? PERISH FORBID!

ENOUGH! I'VE SUFFERED MORE THAN ENOUGH AT YOUR HANDS! THIS GOBLIN GRENADE WILL WIPE THAT SMIRK AWAY... *FOREVER!*

RIGHT NOW, I'M REAL GLAD THAT I SPENT THE PAST FEW HOURS RECONDITIONING MY WEB-SHOOTERS!

THWIP!

THWIP!

OH, NO!

YOU'LL PAY FOR THIS INDIGNITY! THIS ONE, AND ALL THE OTHERS!

YOU'LL PAY ONE THOUSANDFOLD!

HE'S HEADED BACK TO HIS GLIDER!

YOU SHALL SUFFER AS NO MAN HAS EVER SUFFERED BEFORE, SPIDER-MAN!

SO SWEARS THE *HOBGOBLIN!*

BUT I WISH TO ENJOY YOUR DEATH! YOU WILL DIE AT A TIME AND PLACE OF MY CHOOSING!

I'M GOING TO LEAVE YOU NOW! I'VE ALREADY WASTED TOO MUCH OF MY VALUABLE TIME HERE!

WHOOM!

FAREWELL, SPIDER-MAN ...FOR NOW!

THIS IS MY LAST TRY AT HIM! HAVE TO TIME THIS LEAP JUST RIGHT--!

IT'S SPLATTER CITY IF I'M THE LEAST BIT OFF--!

GERONIMO!

KRASH!

MISSED--! HE GUNNED HIS GLIDER TO AVOID ME!

OF COURSE!

WHAT ELSE DID YOU EXPECT?

MY WEB-SHOOTERS! THEY'RE MY ONLY HOPE--!

I'M DEAD MEAT IF THEY GUNK UP ON ME NOW! I ONLY HAVE TIME FOR ONE SHOT--!

THWIPP!

WHA--?!

THWAP!

YOU NEVER CEASE TO AMAZE ME, SPIDER-MAN!

ISN'T THERE *ANY* WAY TO KILL YOU?!

PERHAPS, IF I'M PERSISTENT, I'LL FIND A WAY *THIS* TIME!

YEOW!

THAT WAS A LITTLE TOO CLOSE FOR COMFORT!

IF I COULD TAKE AIM-- SNAG HIM WITH A SECOND WEB-LINE-- I JUST MIGHT BE ABLE TO FORCE HIM TO LAND THE GLIDER!

I KNOW YOU'RE PLANNING SOMETHING, SPIDER-MAN! YOU'RE MUCH TOO RE-SOURCEFUL TO MEEKLY ACCEPT YOUR FATE-- BUT ALL YOUR EFFORTS ARE DOOMED TO FAILURE!

SKZZAAKK!

IT'S NO USE! I CAN'T GET A CLEAR SHOT AT HIM-- WHILE I'M BUSY DODGING HIS BLASTS!

DON'T WORRY, SPIDER-MAN! YOU AND I ARE ABOUT TO PART COMPANY...

...RATHER *ABRUPTLY*, I'M AFRAID!

THAT TRAIN'S A LOCAL! IF IT'S ALL THE SAME TO YOU, I'D RATHER WAIT FOR THE EXPRESS!

THE WEB-SWINGER HASN'T GOT A CHANCE!

LOOK--!

SPWATT!

I HAVE ALWAYS ADMIRED YOUR WIT, SPIDER-MAN!

A PITY THAT I WILL BE ABLE TO ADMIRE IT NO MORE!

HA! HA! HA!

THIS HAS BEEN A MOST SATISFACTORY AFTERNOON!

NOT ONLY HAVE I RID MYSELF OF MY GREATEST ENEMY, BUT I'VE ALSO SUCCESSFULLY DELIVERED MY MESSAGE TO YOUNG OSBORN!

HE NOW KNOWS WHAT I WANT FROM HIM! AND, IF THE ROSE'S MEN ARE DOING THEIR PART, HE'LL GET IT FOR ME!

"HE REALLY WON'T HAVE ANY OTHER CHOICE..."

WHERE *IS* HARRY? HE SHOULD HAVE JOINED US LONG BEFORE NOW!

MAYBE HE GOT STUCK IN A BUSINESS MEETING!

IF YOU'D LIKE, I'LL WALK YOU TO HIS OFFICE!

WOULD YOU?

I DON'T KNOW WHAT'S WRONG WITH ME LATELY! I SEEM TO FRET ABOUT EVERY LITTLE THING! I'VE BECOME A REAL WORRIER...

SCREE!

GET HER! THE OSBORN WOMAN--!

LEAVE HER ALONE! CAN'T YOU SEE THAT SHE'S PREGNANT?

HEY! THIS ONE FIGHTS LIKE A WILDCAT!

MAYBE WE'D BETTER BRING HER, TOO!

SHE MIGHT COME IN HANDY! I CERTAINLY DON'T WANT TO NURSEMAID NO PREGNANT LADY!

ME, NEITHER!

HEY! LOOK WHO'S RACING DOWN THE BLOCK--

"--IT'S OSBORN HIMSELF!"

OH, GOD! I HAD A FEELING LIZ WOULD BE IN DANGER, TOO! I SLIPPED OUT OF THE BUILDING AND GOT HERE AS SOON AS I COULD-- BUT I'M TOO LATE!

DESPERATE, A MAN POSSESSED, HARRY FORCES HIS WAY THROUGH THE CROWD OF RUBBERNECKS...

AND THEN...

LET GO OF MY WIFE!

I'M WARNING YOU--!

GET REAL, HERO! YOU'RE PLAYING IN THE BIG LEAGUES NOW!

THAK!

UNNN

THE HOBGOBLIN SENDS HIS REGARDS!

HE'LL BE IN TOUCH, HERO!

THEY'RE GETTING AWAY, AND THERE'S NOTHING I CAN DO TO STOP THEM!

ZOOM!

ALL RIGHT, HOBGOBLIN! WE'LL PLAY THINGS YOUR WAY... FOR NOW!

BUT, YOU'D BETTER JUST PRAY THAT NO HARM BEFALLS MY WIFE, MY UNBORN CHILD...

...OR YOU'LL LIVE TO REGRET THE DAY YOU EVER HEARD OF HARRY OSBORN--

--THE SON OF THE *GREEN GOBLIN!*

MEANWHILE...

÷WHEW÷ WHAT A DAY THIS HAS BEEN!

I'M WRECKED...BUT I GUESS I COULD HAVE BEEN IN A WHOLE LOT WORSE SHAPE IF I HADN'T LEAPED ABOARD THIS TRAIN IN TIME!

ANOTHER HALF-SECOND, AND THE BAND WOULD HAVE BEEN PLAYING "*SAYONARA, SPIDEY*"!

AT LEAST I MANAGED TO GET THE HOBGOBLIN OFF OF HARRY'S BACK... FOR THE PRESENT!

THAT POOR GUY'S ALREADY SUFFERED ENOUGH!

HE WAS COMING DOWN FROM A BAD DRUG TRIP WHEN HE FIRST LEARNED THAT HIS DEAD FATHER, NORMAN OSBORN, HAD BEEN THE GREEN GOBLIN!

POOR HARRY! HE JUST COULDN'T HANDLE IT! HE WENT OFF THE DEEP END... AND, FOR A TIME, HE THOUGHT *HE* WAS THE GREEN GOBLIN!

I'D HATE TO SEE ANYTHING TRIGGER *THAT* AGAIN!

AW, WHAT AM I WORRIED ABOUT?

IT COULD *NEVER* HAPPEN, AGAIN!

COULD IT--?!

NEXT ISSUE: SPIDER-MAN BATTLES TO SAVE THE LIVES OF HIS FRIENDS -- AS HARRY OSBORN CONFRONTS THE GHOSTS OF HIS PAST! DON'T MISS--

"THE SINS OF MY FATHER!"

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the AMAZING SPIDER-MAN®

C.VESS

SPIDER-MAN

"THE SINS OF MY FATHER!"

GOOD EVENING, LADIES! I TRUST YOUR ARE COMFORTABLE... AS COMFORTABLE AS THESE SQUALID ACCOMMODATIONS PERMIT!

WHO... *WHO* ARE YOU?

WHY HAVE YOU BROUGHT US HERE?

STAN LEE *PRESENTS:*

TOM DeFALCO -- *WRITER*
RON FRENZ -- *PENCILER*
JOSEF RUBINSTEIN -- *FINISHER*
JOE ROSEN -- *LETTERER*
BOB SHAREN -- *COLORIST*
DANNY FINGEROTH -- *EDITOR*
JIM SHOOTER -- *EDITOR-IN-CHIEF*

I AM *THE HOBGOBLIN*... AND YOU ARE HERE BECAUSE IT SUITS MY PURPOSE! YOU ARE PAWNS IN A BUSINESS TRANSACTION BETWEEN MYSELF AND HARRY OSBORN!

I'VE READ ABOUT YOU! YOU'RE A CRIMINAL! A MADMAN--!

WHAT POSSIBLE BUSINESS DEALING COULD YOU HAVE WITH MY HUSBAND?

YOU NEEDN'T CONCERN YOURSELF WITH SUCH MATTERS, MRS. OSBORN!

YOU'RE *HURTING* ME!

I'LL DO MORE THAN THAT IF YOU DON'T BEHAVE!

NOW SIT OVER THERE! IF YOU AREN'T AFRAID FOR YOURSELF, JUST CONSIDER THE LIFE OF THE CHILD YOU CARRY!

I COULD EASILY USE MY FINGER-BLASTER TO DO THE GENE POOL A FAVOR--

--AND SPARE THE WORLD THE BIRTH OF ANOTHER MAD OSBORN!

BWAM!

YOU HEARTLESS *MONSTER!* HOW DARE YOU THREATEN HER--!

BACK OFF, MISS WATSON! YOU ARE IN NO POSITION TO PROTECT ANYONE!

I MAY NEED MRS. OSBORN, BUT YOU'RE ONLY EXCESS BAGGAGE AS FAR AS I'M CONCERNED...

SWAT!

...YOU COULDN'T POSSIBLY BE OF ANY USE TO ME!

HE... KNOWS MY NAME! HOW--?!

MOMENTS LATER...

SLAMM!

ARE YOU ABSOLUTELY CERTAIN THEY'LL BE SAFE IN THERE? I DON'T WANT THEM SUFFOCATING ON ME!

YOU CAN TRUST *THE ROSE!* MY MEN OFTEN USE THESE STORAGE LOCKERS TO DETAIN PEOPLE.

KLIK!

I COULDN'T HELP BUT OVERHEAR YOUR CONVERSATION WITH MRS. OSBORN AND MISS WATSON.

WERE YOUR THEATRICS REALLY NECESSARY?

OF COURSE! THE OSBORNS WILL NEVER GIVE ME WHAT I WANT--

--UNLESS THEY'RE TOTALLY CONVINCED THAT I'LL CARRY OUT MY THREATS!

I STILL DON'T UNDERSTAND WHY YOUR MEN KIDNAPPED WATSON, TOO! I ONLY ASKED FOR MRS. OSBORN!

TAKE ANOTHER LOOK AT THE WOMAN! SHE COULD GIVE BIRTH AT ANY MOMENT.

THEY BROUGHT THE WATSON GIRL ALONG BECAUSE THEY FIGURED SHE'D BE HELPFUL IF MRS. OSBORN WENT INTO LABOR. UNFORTUNATELY...

...NONE OF MY FRIENDS KNOW HOW TO DELIVER A BABY... AND IT WOULD BE A GREAT TRAGEDY IF POOR MRS. OSBORN DIED IN CHILDBIRTH.

LOADING ZON

YES...A TRAGEDY!

I'M GLAD YOU'VE FINALLY DECIDED TO MOVE INTO THE OFFICE SPACE WHICH I ALOTTED YOU.

AS LONG AS WE'RE WORKING TOGETHER, I'M CERTAIN YOU'LL FIND IT MUCH MORE CONVENIENT TO STORE SOME OF YOUR EQUIPMENT HERE-- RATHER THAN TO RETURN TO YOUR OWN SECRET HEADQUARTERS WHENEVER YOU NEED SOMETHING!

YES...

OF COURSE, I WOULDN'T DREAM OF LEAVING ANYTHING HERE THAT WOULD ENDANGER YOU AND YOUR MEN--JUST SOME SPARE COSTUMES AND A FEW GOBLIN GRENADES!

AS YOU WISH...

I JUST WANT YOU TO FEEL AT HOME.

WE ARE PARTNERS, AFTER ALL. WITH YOUR POWERS AND MY CRIMINAL ORGANIZATION, NOTHING CAN STOP US FROM SEIZING CONTROL OF ALL THE MAJOR GAMBLING INTERESTS IN THIS CITY!

WE NEED EACH OTHER, HOBGOBLIN...

...FOR NOW!

BY THE WAY, I HOPE EVERYTHING WORKS OUT WELL WITH THIS OSBORN BUSINESS. I KNOW IT'S ALL VERY IMPORTANT TO YOU.

YOU NEEDN'T WORRY, ROSE! I'VE ALREADY PHONED HARRY OSBORN TODAY! HE KNOWS WHERE AND WHEN TO MEET ME LATER!

HE'LL BRING ME WHAT I WANT!

YOUNG OSBORN IS NOT A GAMBLER BY NATURE!

HE WOULDN'T DARE RISK THE LIVES OF HIS WIFE AND HIS UNBORN CHILD!

MEANWHILE, ELSEWHERE...

THOSE JOURNALS MUST BE AROUND HERE SOMEWHERE!

I'VE JUST GOT TO FIND THEM! LIZ AND MARY JANE ARE DEAD IF I DON'T!

WHEN MY FATHER DIED, I HAD ALL OF HIS PERSONAL PAPERS AND EFFECTS SHIPPED TO THIS WAREHOUSE!

IF THOSE JOURNALS DO EXIST, THEY'VE GOT TO BE HERE!

WHERE ARE THEY?!

IT'S...NO USE! I'VE LOOKED EVERY-WHERE!

I'VE FAILED MY WIFE ...MY CHILD...

CURSE YOU, FATHER! THIS IS ALL YOUR FAULT!

SOMEHOW, THE HOBGOBLIN LEARNED THAT YOU WERE THE GREEN GOBLIN, AND THAT YOU KEPT RECORDS--SECRET JOURNALS--OF YOUR CRIMINAL EXPLOITS!

THE HOBGOBLIN FOUND THOSE ORIGINAL JOURNALS, BUT THEY WERE LATER DESTROYED IN A BATTLE WITH SPIDER-MAN!*

WHAT AM I GOING TO DO? THAT MONSTER IS CONVINCED THAT COPIES OF THOSE JOURNALS STILL EXIST...AND HE WANTS THEM! I WISH I...

HEY--! MY FATHER'S DESK!

*SEE AMAZING SPIDER-MAN #250 --DANNY!

DAD USED TO LOVE THIS OLD ROLLTOP! IT'S AN ANTIQUE WHICH HAS BEEN PASSED DOWN FROM FATHER TO SON FOR FOUR GENERATIONS! I WONDER IF...

:UGN: IT'S LOCKED!

THERE MUST BE A KEY TO IT AROUND SOMEWHERE, BUT I JUST DON'T HAVE THE TIME TO GO LOOKING FOR IT!

KRR-RASH!

IF I REMEMBER CORRECTLY, MY FATHER ONCE SHOWED ME A SECRET COMPARTMENT WHICH IS HIDDEN BEHIND THAT WOODEN PANEL...

FIVE SECONDS IS ALL HARRY OSBORN NEEDS TO SMASH THROUGH THE PANEL, AND THEN...

AT LAST! ONE OF MY FATHER'S JOURNALS!

I JUST PRAY IT'S ENOUGH TO SATISFY THE HOBGOBLIN!

HHM! IT'S MAINLY DEVOTED TO A LIST OF PROPERTIES!

SOME OF THEM SEEM FAMILIAR...

OF COURSE! THEY WERE THE SITES OF A SERIES OF RECENT BREAK-INS... WHICH OCCURRED ABOUT THE TIME HOBGOBLIN MADE HIS FIRST APPEARANCE!

DURING THE INVESTIGATION OF THOSE BREAK-INS, THE AUTHORITIES DISCOVERED A NUMBER OF SECRET ROOMS... ROOMS WHICH PROBABLY HOUSED MY FATHER'S GREEN GOBLIN EQUIPTMENT.

THIS BOOK MUST BE A *MASTER LIST* OF ALL HIS HIDING PLACES!

MOMENTS LATER...

'EVENING, MR. OSBORN!

GOOD NIGHT, TED!

I CAN'T BE SURE HOBGOBLIN WILL GIVE ME THE GIRLS IN EXCHANGE FOR THE JOURNAL! I'VE GOT TO BE PREPARED FOR TROUBLE--!

I HATE THE IDEA OF FACING THAT MADMAN ALONE! I WISH I COULD TURN TO SOMEONE... ANYONE... FOR HELP...

"...BUT *WHO* COULD I ASK TO PUT HIS LIFE ON THE LINE FOR ME?!"

HMMM...ACCORDING TO THE IMPULSES FROM MY SPIDER-TRACER, HARRY'S ON THE MOVE AGAIN!

I WONDER IF HE EVEN SUSPECTS THAT I'VE BEEN SECRETLY SHADOWING HIM ALL DAY?

I'M CONVINCED THAT HOBGOBLIN IS BEHIND THE RECENT DISAPPEARANCES OF MARY JANE AND LIZ,* AND THAT HARRY KNOWS MORE THAN HE TOLD THE POLICE!

*SEE LAST ISSUE--DANNY.

POOR HARRY! HE REALLY DOESN'T NEED THIS KIND OF GRIEF! THE GUY'S ALREADY HAD ENOUGH SUFFERING TO LAST A LIFETIME!

HE WAS COMING OFF A BAD EXPERIENCE WITH DRUGS, WHEN HE FIRST LEARNED HIS FATHER, NORMAN OSBORN, WAS THE ORIGINAL GREEN GOBLIN!

HARRY COULDN'T COPE WITH THE TRUTH! HE HAD A NERVOUS BREAKDOWN...BECAME THE GOBLIN HIMSELF FOR A WHILE --THOUGH HE'S BLANKED OUT THAT TRAUMA!

I'D HATE FOR ANYTHING TO PUSH HIM OVER THE EDGE AGAIN!

I'M REAL WORRIED ABOUT THE GIRLS! LIZ IS ABOUT TO GIVE BIRTH, AND MARY JANE KNOWS THAT I'M PETER PARKER!

IF THE HOBGOBLIN DOES HAVE HER, MARY JANE MAY BE FORCED INTO A SITUATION WHERE SHE'S GOT TO EXCHANGE MY SECRET IDENTITY FOR HER LIFE OR LIZ'S!

I DON'T WANT HER TO HAVE TO FACE A DECISION LIKE THAT!

I'VE JUST GOT TO FIND THEM BEFORE IT'S TOO LATE!

JUST THEN, ACROSS TOWN...

WITH THE **FANTASTIC FOUR** AWAY ON A MISSION, THE **BAXTER BUILDING** STANDS EMPTY TONIGHT, DARK AND SILENT.

INSIDE THE **XENO-BIOLOGICAL** LABORATORY AND **EXTRA-TERRESTRIAL** CONTAMINATION CONTAINMENT FACILITY...

THE ENTITY, WHICH HAD BEEN SPIDER-MAN'S LIVING COSTUME,* STIRS AS IF FROM A RESTLESS SLEEP.

IT SENSES A PUZZLING ANOMALY--

* SEE THE MARVEL SUPER HEROES SECRET WARS LIMITED SERIES--DANNY!

--AN **INTRUDER** HAS BREACHED **FF** HEADQUARTERS*!

HAVING ALREADY BYPASSED A HUNDRED ALARM SENSORS, THE STRANGE DEVICE HAS GLIDED ON A SEEMINGLY RANDOM PATH THROUGH THE DESERTED BUILDING, EVENTUALLY ARRIVING HERE.

*IN FANTASTIC FOUR #274--DANNY!

CAUTIOUSLY, THE ENTITY TELEPATHICALLY REACHES OUT TO THE HOVERING DEVICE...

PROBING!

PROMPTING!

SUGGESTING!

THE ENTITY'S MENTAL ENTREATIES APPARENTLY HAVE NO EFFECT BUT THE DEVICE DOES DEEM IT WORTHY OF FURTHER STUDY!

A MICRO-DRILL BEGINS BORING AN INVISIBLY SMALL HOLE IN THE ENTITY'S PLASTEEL CYLINDER...

AND THEN...

INSTANTLY SEIZING THIS UNEXPECTED OPPORTUNITY THE ENTITY BURSTS FORWARD!

AT LAST! AT LONG LAST, IT IS FREE AGAIN!

FREE!

AND LET **SPIDER-MAN** BEWARE--!

AT THAT MOMENT IN NEW YORK'S CENTRAL PARK...

WHERE IS HE? HE SHOULD HAVE BEEN HERE TWENTY MINUTES AGO!

I HOPE NOTHING'S GONE WRONG!

SUDDENLY...

GOOD EVENING, MR. OSBORN! I MUST APOLOGIZE FOR MY TARDINESS!

BUT I THOUGHT IT PRUDENT TO SURVEY THE AREA BEFORE MAKING MY APPEARANCE! I DIDN'T WANT OUR MEETING DISTURBED BY ANY UNINVITED GUESTS!

HE...STREAKED OUT OF THE SKY SO SWIFTLY, SO SILENTLY! I NEVER EVEN SAW HIM COMING!

I SEE THAT YOU'VE ONLY BROUGHT *ONE* JOURNAL! YOU OBVIOUSLY HOLD THE LIVES OF YOUR WIFE AND MS. WATSON IN LOW REGARD!

IT WAS THE ONLY ONE I COULD FIND, BUT DON'T SELL IT SHORT!

THIS COULD BE THE MOST IMPORTANT JOURNAL OF ALL!

THE LAST ENTRY IS DATED ONLY A WEEK BEFORE MY FATHER DIED!

IT CONTAINS A COMPLETE LISTING OF ALL HIS SECRET HIDEAWAYS!

THAT SOUNDS MOST INTRIGUING!

GIVE IT TO ME!

NO! I WANT TO SEE LIZ AND MARY JANE FIRST!

VERY WELL...

DARTING FORWARD, THE HOBGOBLIN STUNS HARRY WITH A SUDDEN BLOW TO THE CHIN...

FWAM!

÷UNNN÷

I'LL TAKE YOU TO THEM ...*RIGHT NOW!*

THIS JOURNAL IS DEFINITELY AUTHENTIC! I RECOGNIZE NORMAN OSBORN'S DISTINCTIVE SCRAWL!

NO TIME TO READ THROUGH ALL OF THESE ADDRESSES NOW! I'D BEST PICK UP YOUNG OSBORN--

"--AND BE ON MY WAY!"

I REALLY HATE MYSELF FOR USING HARRY AS BAIT LIKE THIS, BUT THE LIVES OF MARY JANE AND LIZ ARE ALSO AT STAKE!

I DIDN'T HAVE MUCH CHOICE...

...DID I?

NOW, COMES THE TRICKY PART!

I'VE GOT TO KEEP THEM IN SIGHT... WITHOUT LETTING THE HOBGOBLIN SPOT ME!

SOMETIME LATER...

LOADING ZONE

HEY, LADIES! I'VE GOT A VISITOR FOR YOU!

UNN

HARRY--!

DARLING, WHAT HAPPENED TO YOU? ARE YOU ALL RIGHT?

I GUESS SO! I JUST SCREWED THINGS UP AGAIN ...AS USUAL!

HARRY, LISTEN--! DOES PETER PARKER KNOW WHAT'S GOING ON?

PETER--?! NO, OF COURSE NOT! WHY WOULD I INVOLVE HIM IN THIS MESS?

YEAH, SURE...

"...WHY WOULD YOU?"

THIS JOURNAL MAY INDEED BE AS VALUABLE AS YOUNG OSBORN CLAIMED! HIS FATHER MAY HAVE BEEN CRAZY... BUT THE EQUIPMENT HE DESIGNED... HIS WEAPONS... WERE THE WORK OF GENIUS!

I THOUGHT I HAD RAIDED ALL OF GREEN GOBLIN'S OLD HIDEOUTS. IF THIS CAN LEAD ME TO OTHERS--!

YOU SEEM QUITE PLEASED WITH YOURSELF. I MUST ASSUME EVERYTHING WENT WELL.

WELL ENOUGH...

BUT I HAVE NO INTENTION OF SHARING THIS PRIZE WITH YOU... OR ANYONE ELSE!

I'M SURPRISED TO FIND YOU STILL HERE AT THIS TIME OF NIGHT!

I WANTED TO GO OVER TOMORROW'S AGENDA.

I'D LIKE YOU TO VISIT A FEW BOOKIES WHO HAVE REFUSED TO JOIN OUR ORGANIZATION...

YOU MAY FIND IT NECESSARY TO CONVINCE THEM --RATHER FORCIBLY, I'M AFRAID-- TO RETHINK THEIR POSITIONS.

CAN'T THIS WAIT UNTIL MORNING?

I'D PREFER TO SETTLE THE DETAILS NOW.

MEANWHILE, OUTSIDE...

≠WHEW≠ THIS PLACE IS SWARMING WITH GOONS!

NO WONDER HOBGOBLIN JOINED UP WITH THE ROSE--

-- IN EXCHANGE FOR A FEW FAVORS, HE GETS A VIRTUAL ARMY AT HIS DISPOSAL!

NOT A BAD DEAL!

KRAK!

UH-OH! ANOTHER GUARD!

WHA--?!

SHHH!

KEEP THE NOISE DOWN! YOU DON'T WANT TO SPOIL THE BIG SURPRISE FOR YOUR BOSS, DO YOU?

≠MPFF≠

THWAP!

THWAP!

AT THAT MOMENT...
HARRY, I'M ... FRIGHT-ENED!
EVERYTHING'S GOING TO BE ALL RIGHT NOW, SWEET-HEART! TRUST ME--
--I WON'T LET ANYTHING HAPPEN TO YOU ... OR OUR BABY!
HARRY! WHERE DID YOU GET THAT GUN--?
IT BELONGED TO MY FATHER! I BROUGHT IT ALONG BECAUSE I KNEW I COULDN'T TRUST THE HOBGOBLIN!
FWAM! FWAM!
WHAT'S YOUR PLAN?
JUST FOLLOW MY LEAD, MARY JANE!
HEY! CUT THE RACKET BEFORE I ... WELL, WELL, WHAT HAVE WE HERE?
THE LADIES AND I ARE GOING HOME!
I DON'T THINK SO!
THAT'S A REAL NICE TOY YOU'VE GOT THERE, PAL...
...BUT I'M SURE YOU AIN'T GOT THE GUTS TO USE IT!
GET OUT OF MY WAY!
I'M WARN-ING YOU--!
YOU EVER KILL A MAN BEFORE? EVER SEE THE WAY BLOOD SPURTS FROM A FRESH GUNSHOT WOUND? IT AIN'T A PRETTY SIGHT!
GO AHEAD, HOT-SHOT! SHOOT! I DARE YOU--!
SHOOT!
I... CAN'T!
HA! THAT AIN'T NO BIG SUR-PRISE TO--
KW-ANGG!
?!?
THERE! THAT SHUT HIM UP!

MOMENTS LATER...
MARY JANE, I... I'M SORRY I COULDN'T...
FORGET IT, HARRY! LET'S JUST GET OUT OF HERE IN ONE PIECE, OKAY?
FOLLOW ME!
HEY--!
OH, NO! WE'VE BEEN SPOTTED!
DON'T WORRY, GIRLS!
I WON'T FAIL YOU THIS TIME!
KA-POW! KA-POW!
HARRY, NO--!
HAVE YOU GONE CRAZY--?!
PA-TANGG!
THE PRISONERS ARE ES-CAPING!
HERE! THEY'RE OVER HERE!
IN THE ROSE'S PRIVATE OFFICE...
KA-POW! KA-POW!
GUNSHOTS! I'D BETTER GO SEE WHAT'S HAPPENING OUT THERE!
YES, THAT WOULD BE WISE.
HE DOESN'T WASTE ANY TIME, DOES HE?
ONLY FOOLS RUSH TOWARD DANGER, MR. VARLEY.
WISE MEN KNOW THE ADVANTAGES OF CAUTION.
GENTLEMEN, I THINK WE SHOULD LEAVE NOW. I HAVE NO WISH TO BECOME PERSONAL-LY EMBROILED--
"--IN ANY UN-PLEASANTNESS."
KA-POW! KA-POW!
UH-OH!
SKR-ASHH!
SOMETHING TELLS ME THAT THE TIME FOR BEING SUBTLE HAS *PASSED!*

OSBORN! SO YOU'RE THE ONE CAUSING THE COMMOTION!

I DIDN'T THINK YOU'D BE STUPID ENOUGH TO ATTEMPT ESCAPE!

IT'S A PITY THAT YOU'VE APPARENTLY RUN OUT OF AMMUNITION, BECAUSE YOU'VE JUST CONDEMNED YOURSELF AND YOUR COMPANIONS TO--

--DEATHHHH!

KA-

-AM!

TSK! TSK! YOU'RE SO INHOSPITABLE! I'LL BET YOUR MOTHER DOESN'T KNOW HOW YOU TREAT GUESTS!

LOOKS LIKE I ARRIVED JUST IN TIME! HE WAS ABOUT TO UNLOAD ON HARRY AND THE GIRLS!

PETER! THANK HEAVEN YOU'RE HERE--!

SPIDER-MAN--! I SUPPOSE I SHOULD BE SURPRISED BY YOUR SUDDEN APPEARANCE... BUT I'M NOT!

YOU HAVE A MOST ANNOYING HABIT OF SHOWING UP AT INOPPORTUNE MOMENTS!

REALLY? I ALWAYS THOUGHT I HAD A *GREAT* SENSE OF TIMING!

JUST WATCH HOW EASILY I AVOID YOUR FINGER-BLASTER!

KA-ZAP!

SEE? *NO PROBLEM!* AND THAT'S ONLY ONE OF THE MANY BENEFITS THAT COMES WITH HAVING THE PROPORTIONATE SPEED, STRENGTH AND AGILITY OF A SPIDER!

=UNNN=

BWAK!

NOW'S OUR CHANCE, HARRY!

WE CAN SLIP AWAY WHILE PE... *SPIDER-MAN...* RUNS INTERFERENCE FOR US!

Y-YES! G-GOT TO GET LIZ TO SAFETY!

POOR HARRY! HE'S ALMOST PARALYZED WITH FEAR AND INDECISION--AND SEEMS ON THE VERGE OF SOME KIND OF BREAKDOWN! I JUST HOPE HE CAN KEEP IT ALL TOGETHER UNTIL WE GET OUT OF HERE!

TRY THAT DOOR! IT MAY LEAD TO AN EXIT!

HURRY--!

NO LUCK! IT'S A DEAD END...

OH, NO!

WHAT IS IT, HARRY?

THESE COSTUMES... THE WEAPONS... SO FAMILIAR! THEY USED TO BELONG TO --

--THE GREEN GOBLIN!

AT LAST! I KNOW WHAT MUST BE DONE!

MARY JANE, GET LIZ OUT OF HERE ...*NOW!*

WHAT ABOUT YOU? AREN'T YOU COMING?

I WON'T LEAVE YOU BEHIND, DARLING!

NO ARGUMENTS! GET GOING--!

MOVE!!

THERE'S SOMETHING I MUST DO...

...ALONE!

MEANWHILE...

YOU CAN'T KEEP THIS PACE UP FOREVER, SPIDER-MAN! WHY PROLONG YOUR AGONY?

ARE YOU KIDDING? I THOUGHT THIS WAS SUPPOSED TO BE THE *FUN* PART!

OH, *NO!* THOSE GRENADES ARE GOING TO MISS ME, AND HIT--

--THOSE PROPANE TANKS!

KA-

BWOOM!

=UGNN=

I'LL NEVER FIND SPIDER-MAN IN THIS CONFUSION!

THE GAS IS SPREADING FIRE EVERYWHERE!

RUN!

THE ROSE WILL BE FURIOUS WHEN HE SEES THIS DESTRUCTION-- BUT LOSING AN OCCASIONAL HIDEOUT IS JUST A COST OF DOING BUSINESS!

I'D BEST RETRIEVE OSBORN'S JOURNAL AND BE ON MY WAY BEFORE THE AUTHORITIES COME TO INVESTIGATE THE FIRE!

YOU'RE NOT GOING ANYWHERE, HOBGOBLIN! YOU STILL HAVE TO FACE ME!

PUMPKIN BOMBS! SOMEONE HAS BROKEN INTO MY WEAPON STORES!

BWAM! BWAM!

WHO DARES CHALLENGE THE HOBGOBLIN?

I DO!

YOU--?!

OSBORN!

YOU WENT TOO FAR, HOBGOBLIN! YOU THREATENED ME, MY WIFE AND MY UNBORN CHILD! WELL, I'VE HAD ENOUGH!

I'M PUTTING AN END TO YOU-- AND I'M GOING TO USE YOUR OWN WEAPONS TO DO IT--THE WEAPONS YOU STOLE FROM MY FATHER!

YOU'RE A FOOL, OSBORN! A GREATER FOOL THAN I EVER IMAGINED!

YOU'RE A LOT LIKE YOUR FATHER! HE NEVER REALIZED THE TRUE POTENTIAL OF HIS INVENTIONS! HE DIDN'T KNOW HOW TO WIELD POWER!

I DO!

I'VE TAKEN HIS WEAPONS AND IMPROVED THEM! I POSSESS MORE POWER THAN HE EVER DREAMED POSSIBLE--

"--THE POWER OF THE HOBGOBLIN!"

KRAAK

BOOM

HARRY!!

HE NEEDS ME, MARY JANE! LET ME GO!

NO, LIZ! NO! YOU CAN'T DO HIM ANY GOOD NOW!

HE DIDN'T HAVE A CHANCE, IF HE WAS IN THE PATH OF THAT BLAST!

UNNN

WHAT'S WRONG, LIZ? WHAT'S HAPPENING?

P-PAIN! INTENSE PAIN! IT'S... THE BABY!

OH, NO! SHE'S GOING INTO LABOR!

WHY NOW?! WE'RE TRAPPED, AND THE FLAMES ARE GETTING CLOSER!

PETER! PETER! WHERE ARE YOU? PETER!

UHHH

M-MY HEAD! FEELS LIKE THE ENTIRE NORTH AMERICAN SOCCER LEAGUE HAS BEEN USING IT FOR KICKING PRACTICE!

G-GOT TO GET UP! MARY JANE...AND THE OTHERS...NEED ME!

EEEEEE

THAT SCREAM--!

LIZ!

I'M STILL A LITTLE GROGGY, BUT I CAN'T WASTE ANYMORE TIME! I'VE GOT TO FIND LIZ! SHE SOUNDS LIKE SHE'S IN REAL BAD SHAPE!

WAIT! I THINK I SEE HER AND MARY JANE!

SPIDER-MAN! WE'VE GOT TO GET LIZ TO A HOSPITAL! SHE'S ABOUT TO GIVE BIRTH!

WHERE'S HARRY?

HE'S...FIGHTING THE HOBGOBLIN!

WHAT--?!

HARRY DOESN'T HAVE A CHANCE! HE'S AS GOOD AS DEAD, UNLESS--!

BWAM! BWOOM! WAM!

MARY JANE, I NEED YOU TO HOLD THE FORT HERE FOR A FEW MINUTES MORE!

BUT, LIZ NEEDS YOU--!

SO DOES HARRY!

THIS HAS BEEN MOST AMUSING, OSBORN, BUT I'VE GROWN TIRED OF TOYING WITH YOU!

I WON'T BEG FOR MY LIFE, HOBGOBLIN!

GO AHEAD! KILL ME IF YOU MUST!

NO!!

FWAK!

MOVE OUT, OSBORN! YOUR WIFE NEEDS YOU!

LEAVE HOBGOBLIN TO ME!

I MANAGED TO CATCH HIM BY SURPRISE, BUT I CAN'T GIVE HIM A CHANCE TO RECOVER!

HE'S ALMOST AS STRONG AS I AM! I'LL HAVE TO HIT HIM WITH EVERY-THING I'VE GOT!

BWOK

÷UGN÷

I'VE ALWAYS FELT PARTIALLY TO BLAME FOR THE CREATION OF THE HOBGOBLIN!

PWAM!

IT'S MY RESPONSIBILITY TO STOP HIM! TO MAKE HIM PAY FOR ALL THE MISERY HE'S CAUSED--!

PWAPP!

HE'S NOT GOING TO OUTSMART ME THIS TIME! HE'S NOT GOING TO GET AWAY!

NOT THIS TIME!

PWOK!

SPIDER-MAN'S GOING WILD! I'VE NEVER SEEN HIM CUT LOOSE LIKE THAT BEFORE!

LIZ--! MARY JANE--!

WE'RE OVER HERE!

I CAN BARELY SEE THEM THROUGH THE SMOKE AND FLAMES!

HURRY--! THE BABY'S COMING!

HARRY--! YOU'RE ALL RIGHT! YOU'RE SAFE!

HANG ON, SWEETHEART! I'LL FIND A WAY TO GET YOU OUT OF HERE!

I SWEAR I WILL!

WHERE *IS* SPIDER-MAN? WE'LL NEVER SURVIVE THIS INFERNO WITHOUT HIM!

SPIDER-MAN! SPIDER-MAN, LISTEN TO ME--! THE FLAMES ARE CLOSING IN!

WE CAN'T HOLD OUT MUCH LONGER!

Y-YOU ARE... BEING *PAGED*, HERO!

Y-YOU MAY HAVE ME AT A DISTINCT DISADVANTAGE NOW... BUT THE OSBORNS AND MISS WATSON ARE STILL VERY MUCH IN DANGER!

W-WILL YOU RISK THEIR LIVES... BY PROLONGING OUR BATTLE?

DON'T KID YOURSELF, HOBGOBLIN! YOU'RE ALREADY BEATEN!

WHAT'S TO STOP ME FROM WEBBING YOU TO THE NEAREST WALL?

LEAVING ME *HELPLESS*... TO *PERISH* IN THE FLAMES?!

NO, I THINK *NOT!*

YOUR CONSCIENCE WOULDN'T PERMIT IT!

WHAT'S IT GOING TO BE, HERO? *ME*--

--OR *THEM*?!

UGNN... I CAN BARELY MOVE! THE PAIN--!

THE *JOURNAL!* MUSTN'T FORGET IT! I'VE PAID TOO GREAT A *PRICE* FOR IT!

THE AUTHORITIES *MUSTN'T* FIND ANY OF MY EQUIPMENT INTACT!

ONLY ONE THING TO DO! GOT TO IGNITE MY SPARE COSTUMES--!

BA-ZAT!

THE FIRE WILL QUICKLY SPREAD THROUGH THE ROOM UNTIL--

KA-THAM!

ANOTHER EXPLOSION--! THE FIRE MUST HAVE REACHED HOBGOBLIN'S WEAPON CACHE!
I CAN'T WORRY ABOUT THAT NOW! WE NEED AN EXIT! FAST--!
HEADS UP, PEOPLE--
"--WE'RE MOVING OUT!"
CWAKK!!
GOOD GRIEF! THERE WERE PEOPLE *STILL INSIDE*--!
CALL AN AMBULANCE! *QUICK*--! WE'VE GOT A REAL SICK WOMAN HERE!
EASY DOES IT--!
WHO'S THE HUSBAND?
ME!
JUMP IN! YOU CAN RIDE WITH US!
WE'VE ALREADY ALERTED THE HOSPITAL! THEY HAVE AN EMERGENCY TEAM STANDING BY--!
HARRY--?
I'M HERE, LIZ. I WON'T LEAVE YOU AGAIN...EVER!
OH, SPIDER-MAN! IF THEY SHOULD LOSE THE BABY--!
IT'S JUST NOT FAIR! HARRY AND LIZ DIDN'T DO ANYTHING TO DESERVE THIS! WHY SHOULD *THEY* HAVE TO SUFFER?
I CAN'T ANSWER YOU, MARY JANE.
I WISH... I COULD...

ELSEWHERE...

=UNN= I NEVER IMAGINED THAT SPIDER-MAN WOULD DEFEAT ME AS THOROUGHLY AS HE DID TONIGHT!

I DIDN'T HAVE A CHANCE! HE COMPLETELY OVERWHELMED ME!

I DESPERATELY NEED REST AND MEDICAL ATTENTION... BUT THAT WILL HAVE TO WAIT!

THIS JOURNAL IS THE GREEN GOBLIN'S FINAL LEGACY TO ME!

ACCORDING TO YOUNG OSBORN, IT'S A COMPLETE LIST OF HIS FATHER'S SECRET HIDEOUTS!

HMM...

BUT, MOMENTS LATER...

I FOUGHT SPIDER-MAN --SUFFERED PAIN AND HUMILIATION-- *FOR THIS?!*

IT'S USELESS!

I'VE ALREADY LOOTED ALL OF THESE PLACES!

I LEARNED THEIR LOCATIONS FROM OSBORN'S ORIGINAL JOURNALS...

BZZZAT!

...THE JOURNALS DESTROYED BY SPIDER-MAN! *

*IN ISSUE #250!

IT APPEARS THAT I'VE ALREADY TAKEN EVERYTHING OF VALUE THAT WAS LEFT BEHIND BY THE GREEN GOBLIN!

I'M ON MY OWN NOW!

IT'S JUST AS WELL! I'M FAR MORE DEADLY AND CUNNING THAN NORMAN OSBORN EVER WAS!

I'M GOING TO REST AND RECOVER FROM MY INJURIES! AND THEN, I'LL SETTLE ACCOUNTS WITH SPIDER-MAN! HE MUST PAY FOR WHAT HE DID TO ME TONIGHT! HE *WILL* PAY!

SO SWEARS THE HOBGOBLIN!

NEXT: TRADE SECRET!

SPECIAL ISSUE

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the AMAZING SPIDER-MAN®

PHOTO: Walt R. Brown

While attending a demonstration in radiology, student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the arachnid's powers...and had, in effect, become a human spider...

Stan Lee PRESENTS: **THE AMAZING SPIDER-MAN®**

DAYBREAK AT NEWARK INTERNATIONAL AIRPORT. IT HAS BEEN MANY YEARS SINCE THE **PATCO** AIR CONTROLLERS WERE DISMISSED. THOSE NEW EMPLOYEES, WHO HURRIEDLY REPLACED THE FORMER, WERE TRAINED TO ANTICIPATE EVERY SORT OF CONTIGENCY IN THE AIR...

... WELL, ALMOST EVERY SORT!

ROGER, FLIGHT 571. WE TRACK A *TWA DC-9* IN YOUR THREE O'CLOCK POSITION AND A... *SPIDER-MAN?!?*

THWIP

FLY THE FRIENDLY SKIES OF AIR-RACHNID!

TRADE SECRET

BOB LAYTON
SCRIPT & PENCILS
LAYTON & GARZON
INKS
RICK PARKER
LETTERING
CHRISTIE SCHEELE
COLORING
TOM DeFALCO & DANNY FINGEROTH
EDITORS
JIM SHOOTER
EDITOR IN CHIEF

I FEEL LIKE I HAVEN'T SLEPT IN *DAYS!* I'D RATHER BE HOME TAKING A *NAP!* BUT NOW DUTY CALLS, FEARLESS NEWSPAPER EDITOR JOE ROBERTSON WANTS PICTURES OF RONNIE WHEN AIR FORCE ONE LANDS AND I COULD USE THE MONEY.

SO IT'S EXIT THE AMAZING SPIDER-MAN--AND ENTER: BLOODSHOT, BLEARY-EYED PETER PARKER, BOY-PHOTOGRAPHER.

HASTILY, THE WEARY WEB-SLINGER LOWERS HIMSELF INTO A DESERTED BAGGAGE ROOM, HOPING TO CATCH UP TO THE PRESS CORPS, WHICH...

...HAS ALREADY BEGUN TO ARRIVE.

I DON'T BELIEVE IT! D.J. JONES! I WONDER WHAT THAT SLEAZEBALL CAMERA-JOCKEY IS DOING HERE?

PROBABLY HOPING TO CATCH REAGAN WITH HIS FLY UNZIPPED.

WHAT A LOUSY WAY TO MAKE A BUCK. WHO KNOWS... MAYBE I'LL CATCH REAGAN WITH HIS FLY UNZIPPED--

--LIKE THE TIME JACKIE O. BENT OVER AND I...

≡OOF!≡ OH, MY!

WHAK

HEY! YA DUMB BROAD!

I MEAN... I'M DREADFULLY SORRY, MISS. I'M AFRAID I WASN'T WATCHING WHERE I WAS GOING. PLEASE ALLOW ME TO HELP YOU COLLECT YOUR BELONGINGS.

THA...THAT'S VERY KIND OF YOU, SIR.

IT'S SO NICE TO KNOW THAT THERE'S A FEW GENTLEMEN LEFT IN THE WORLD.

THANK YOU, MISS. IT WAS A PLEASURE "BUMPING" INTO YOU...

ESPECIALLY WHEN YOUR BILLFOLD WILL INSURE A PROFIT FROM THIS ASSIGNMENT, HEH, HEH, HEH!

I'D BETTER POCKET THE LOOT AND GET RID OF THE EVIDENCE BEFORE SHE DISCOVERS IT'S MISSING!

I'LL DUCK IN THIS BAGGAGE ROOM AND--

BUT JONES' DEVIOUS THOUGHTS ARE CUT SHORT BY THE SIGHT BEFORE HIM...

STUNNED BY A SCENE FEW MEN HAVE EVER WITNESSED, HE CAN ONLY GAPE.

PERHAPS HIS HASTE OR EXTREME FATIGUE CAUSED PETER PARKER TO FOOLISHLY IGNORE THE FAINT TINGLE OF HIS SPIDER-SENSE.

IT IS A BLUNDER THAT MAY WELL PROVE TO BE THE BIGGEST MISTAKE OF HIS LIFE!

HEY,... OH, NO!

SPIDER-MAN!! I... I MEAN--

INSTINCTIVELY, JONES' HANDS FUMBLE FOR THE CAMERA DANGLING AROUND HIS NECK AND--

STOP! YOU CAN'T--

POP!

MUST GET THAT FILM BEFORE IT'S TOO LATE!

OH, GEEZ! TIME TO SPLIT!

WAIT A MINUTE! CAN'T NAB HIM HALF-DRESSED!

DELTA

SO WHILE A JUSTIFIABLY ANXIOUS PARKER HURRIEDLY DONS THE REMAINDER OF HIS COSTUME--

--A JUSTIFIABLY TERRIFIED D.J. JONES RACES THROUGH STERILE CORRIDORS OF THE TERMINAL, DETERMINED TO RETAIN HIS PRECIOUS NEW FOUND SECRET.

OUTTA MY WAY, PEASANTS! I'M FINALLY GONNA STRIKE IT RICH!!

HEY! NOW SEE HERE! THERE'S NO NEED TO PUSH PEOPLE AROUND!

UH-OH!

I DON'T WANT TO SOUND LIKE AVIS RENT-A-CAR, BUT YOU DON'T NEED TO RUN THROUGH AIRPORTS!

LET'S JUST WEB YOU UP SO I DON'T HAVE TO PUT THE "HERTZ" ON YOU!

GOTTA THINK FAST... NOT PANIC!

BLAST! I MISSED HIM!

I'M UNDERESTIMATING THIS GUY... HE'S REAL SLICK! CAN'T AFFORD TO LET HIM ESCAPE WITH THOSE PIX... THEY COULD DESTROY ME!

MAYBE I CAN OUTRUN 'EM IN THIS BAGGAGE CAR. LOOKS LIKE MY EXPERIENCE WITH THE BLACK MARKET DURING MY ARMY DAYS IS ABOUT TO PAY OFF BIG! IT WAS A COLD DAY IN GUAM WHEN AN *M.P.** COULD CATCH "DIRTY JAKE" JONES!

* *MILITARY POLICE. -- EDITOR.*

THE CAR IS AT TOP SPEED WHEN SPIDER-MAN SIGHTS HIS QUARRY, BOTH MEN THROW CAUTION TO THE WIND REALIZING THAT THE OUTCOME OF THIS RACE WILL CHANGE FOREVER...

... THEIR VERY LIVES!

CAN'T OUTRUN 'IM! GOTTA THINK OF SOMETHING FAST!

WHAT I NEED IS A DIVERSION! I'LL JUST POINT THIS CAR TOWARD TRAFFIC, AND HOPE SPIDER-MAN TAKES THE BAIT!

NO! THAT BUS WILL BE CREAMED UNLESS--

OH, LORD!

SOMEBODY HELP US!

AIRPORT EXPRESS

ABANDONING PURSUIT THE HEROIC WEB-SLINGER DROPS TO THE GROUND AND MUSTERING HIS SUPER-HUMAN STRENGTH --

STOP

--BRINGS THE RUNAWAY MENACE TO AN ABRUPT HALT!

SCREEECH

WAY TO GO, SPIDEY!

ALL RIGHT, WEB HEAD!

WHERE'S THAT LOW-LIFE CREEP?! I'VE... I...

...I'VE LOST HIM.

NOOOOOOOO...!

TO THE GATHERING CROWD, THE ANGUISHED SCREAM SEEMS A BEWILDERING REACTION TO THEIR CHEERS OF GRATITUDE. THEY STARE PUZZLED AS SPIDER-MAN LEAVES... UNAWARE OF HOW MUCH HIS ACT OF HEROISM HAS COST HIM.

EVENING IN MANHATTAN. THERE ARE EIGHT MILLION STORIES IN THE NAKED CITY. TWO OF THEM HAVE JUST BECOME INTERTWINED--

CRIMINY! AFTER A LIFE-TIME OF BAD LUCK, YOU'VE FINALLY GOT A 14-CARAT BREAK! TROUBLE IS... HOW CAN YOU FIND THE FACE ON THOSE PIX IN A CITY AS BIG AS NEW YORK?

WHILE DOWNTOWN, IN A DARKENED OFFICE OF THE DAILY BUGLE...

I DON'T BELIEVE YOU, PARKER! AFTER YEARS OF PROTECTING YOURSELF FROM ALL SORTS OF SUPER-BADDIES, YOU LET SOME TWO-BIT SHUTTERBUG SNAP YOUR MUG! IF HE PUTS THOSE PICTURES ON THE STREET, SOMEONE IS BOUND TO RECOGNIZE ME! FACE IT, WEB-SLINGER...

...YOU'RE IN BIG TROUBLE!

IT'LL CERTAINLY BE MORE THAN WHAT I'D GET SELLIN' THEM TO SOME CHINTZY TABLOID!

WHAT'LL HAPPEN IF HE SELLS THEM TO A NEWSPAPER? IT WILL DESTROY POOR AUNT MAY, NOT TO MENTION WHAT JOLLY JONAH JAMESON WILL DO WHEN HE DISCOVERS THAT THE MAN HE HATES MOST IS REALLY HIS VERY OWN FREELANCE PHOTOGRAPHER. OR WHAT IF HE SELLS 'EM TO A BADDIE LIKE THE KINGPIN? ANYONE CLOSE TO ME WOULD BE IN DANGER!

BEN URICH IS THE BEST INVESTIGATIVE REPORTER IN THE WHOLE BLAMED CITY! MY ONLY HOPE IS THAT HE CAN I.D. THIS GUY FROM MY DESCRIPTION.

ALL I GOTTA DO IS LOCATE SOME BIG-TIME HOODS, AND THEN IT'S EASY STREET FOR ME! THINK I'LL TAKE A RIDE DOWNTOWN TO "SCURVY JACK'S" BAR. IT'S A WELL-KNOWN MOB HANGOUT. BESIDES...

...I COULD USE A DRINK!

I'VE GOT TO MOVE FAST AND FIND THAT CRUMB BEFORE HE BLOWS MY SECRET. ONLY TROUBLE IS, SINCE HE'S SEEN MY UNMASKED FACE--

--WHAT WILL I DO WITH HIM WHEN I CATCH HIM?

SHORTLY, IN BEN URICH'S OFFICE...

HIYA, BEN! GOT A MINUTE?

ABOUT THIRTY, TO BE EXACT! AFTER THAT, THIS ARTICLE MISSES ITS DEADLINE! I CAN SPARE YOU FIVE OF THEM, THOUGH!

BEN URICH

I HAVE TO TRACK DOWN A GUY, BEN. HE'S THE PHOTOGRAPHER WHO CAUSED ALL THE CHAOS WITH SPIDER-MAN AT THE AIRPORT THIS MORNING! HE'S GAUNT, ABOUT FIVE FOOT SEVEN, TACKY PLAID JACKET, PENCIL-THIN MOUSTACHE, OILY BROWN HAIR--

HOLY COW, JONES!

YOUR MAN IS OL' "DIRTY JAKE" JONES!

I TAKE IT YOU KNOW THIS GUY?

NOT SOCIALLY! I'D PREFER SEWER RATS TO JONES! HE'S BEEN BOOTED OFF EVERY MAJOR NEWSPAPER IN THE COUNTRY! THE MAN HAS THE ETHICS OF A GAME POACHER!

LAST I HEARD, HE WAS FREELANCING FOR A BRITISH FAN TABLOID... CLEAVAGE OF THE STARS... STUFF LIKE THAT!

NOW WHERE'S THAT FILE?

THAT'S HIM, BEN!

I CAN'T GUARANTEE THAT HE'S STILL AT THE SAME ADDRESS.

THAT'S O.K.! AT LEAST I HAVE A LEAD TO GO ON.

WATCH YOURSELF SON! THIS GUY IS TROUBLE!

I'LL BE CAREFUL! THANKS, I OWE YOU ONE!

JUST REMEMBER, IF YOU'RE ON TO SOMETHING BIG, I WANT A PIECE OF IT! SAVVY?

SAVVY!

THE MINGLED ODORS OF TOBACCO SMOKE AND STALE BEER ARE THE FIRST THINGS JONES NOTICES AS HE ENTERS "SCURVY JACK'S" TAVERN--

--FOLLOWED BY THE DOZEN PAIRS OF SHIFTY EYES THAT TRACK HIM SUSPICIOUSLY AS HE EASES UP TO THE STAIN-RIDDEN BAR.

O.K., SPORT.! NAME YER POISON!

W...WELL, I-I HAVE SOME VALUABLE INFORMATION ABOUT SPIDER-MAN THAT I WANT TO SELL! THOUGHT YOU MIGHT KNOW SOMEONE WHO'D BE INTERESTED.

I 'TINK I MIGHT BE ABLE TO HELP YA, BUB! WHY DON'TCHA DO AN ABOUT-FACE?

WHAT ARE YA DOIN' IN HERE, DOUBLE-KNIT?

H-HI YA, FELLAS!

YA HEARD BLUTO, DOGMEAT! WHAT DO YA WANT IN HERE?

L-LISTEN GUYS, I-I THINK WE CAN HELP EACH OTHER! Y--YOU SEE, I--I KNOW SPIDER-MAN'S SECRET IDENTITY, AND I CAN LET YOUR BOSS HAVE IT FOR A PALTRY M-MILLION DOLLARS!

S-SO...WHAT DO YOU SAY, BOYS?

B-BOYS?

SLAM

...AND STAY OUT!

NEANDERTHALS! THEY DIDN'T EVEN GIVE ME A CHANCE TO SHOW THEM THE NEGATIVES IN MY COAT POCKET!

JERKS!

I GUESS I CAN ALWAYS SELL 'EM TO THE BUGLE! THESE NEGS ARE WORTH A SMALL FORTUNE TO ANY PAPER... ESPECIALLY JAMESON'S SPIDEY-HATING RAG!

MEANWHILE, IN THE BACK ROOM OF "SCURVY JACK'S"...

... SO WE THREW HIM OUT, MR. DeNATALE!

GENTLEMEN, I WANT THAT WEASEL FOLLOWED. SPIDER-MAN'S BEEN BUSTING OUR OPERATIONS FOR YEARS, AND IF THIS GUY REALLY HAS HIS SECRET...

...WE CAN GUARANTEE THE SAFETY OF OUR "BUSINESS TRANSACTIONS" FROM NOW ON!

SO GO AFTER HIM, BENITO, AND GET ME THAT INFORMATION!

YES, SIR, BOSS!

AT THAT MOMENT, PETER PARKER SWINGS THROUGH THE CITY, SUSPENDED BY THIN, ULTRA-STRONG WEB STRANDS OF HIS OWN DESIGN, IN HIS GUISE AS--

--THE AMAZING SPIDER-MAN!

I HAVE TO GET THOSE NEGATIVES! ONCE THEY'RE DESTROYED, ALL I HAVE TO WORRY ABOUT IS JONES RE-MEMBERING MY FACE! BUT HOW IN BLAZES AM I SUPPOSED TO CON-TEND WITH THAT?

I WONDER IF CAPTAIN AMERICA EVER HAS THESE PROBLEMS?

WHILE THE ANXIOUS WALL-CRAWLER CONTINUES UPTOWN TOWARD HIS DESTINATION, JONES MAKES THE FAMILIAR CLIMB TO HIS FIFTH-FLOOR WALK-UP IN THE ST. RUDOLPH HOTEL...

...UNAWARE THAT HE IS BEING OBSERVED BY COLD, DISPASSIONATE EYES!

KEYS ARE TURNED IN THE APPROPRIATE LOCKS... THE DOOR CREAKS OPEN WITH ITS USUAL STUBBORNESS-- BUT JONES' ENTRY IS ANYTHING BUT...

...USUAL!

SLAM

OOOF!

MIND IF WE COME IN, SLICK?

W-WELL, IF YOU R--REALLY MUST KNOW...

ALL WE WANNA KNOW IS YER INFO ON DA SPIDER-MAN, GREASEBALL!

WE'RE UPIN' YER PRICE, MAN! YER GONNA TELL US WHAT YA KNOW OR DA PRICE IS GONNA BE--

KAJUMP!

B-BUT, WHAT ABOUT MY PRICE...?

--YER LIFE!

TEN SECONDS TA HAND IT OVER, TRASH! AFTER DAT, YER MYSTERY MEAT! TEN... NINE... EIGHT...

HOLY GEEZ! COME ON, GUYS! I--I WAS JUST KIDDIN' ABOUT THE MILLION!

HOW ABOUT 200 THOUSAND?

JONES' PULSE RACES AS HE REALIZES THAT HE HAS NO ESCAPE--

...SEVEN,... ...SIX... ...FIVE...

HOTEL

-- AND NO CHOICE BUT TO RELINQUISH HIS VALUED PHOTOS.

...FOUR... ...THREE... ...TWO...

TREMBLING, D.J. REACHES INTO HIS JACKET FOR THE PICTURES...KNOWING THAT SURRENDERING THEM CAN BE HIS ONLY...

--SALVATION!

IS THIS A PRIVATE PARTY OR CAN ANYONE JOIN IN?

SPIDER-MAAAARRG!

CRAASH

SPIDER-MAN! THANK GOODNESS!

WHAT AM I SAYING?!

CHEO, WARN THE BOSS! IT'S A TRAP! OOF!

NEXT TIME YOU THROW A PARTY, JONES, STICK TO THE SOCIAL REGISTER!

OTHERWISE, YOU GET ALL THE RIFF-RAFF FLOATING IN! YOU KNOW THE TYPE--

-- ABUSIVE TO YOUR GUESTS... NO MANNERS AT ALL!

I'LL NAIL 'IM WITH DIS CHAIR... HOLD 'IM!

WHOMP

IT NEVER FAILS. ONE OF 'EM ALWAYS WRECKS THE FURNITURE!

KERREECCH

IN FACT, IT COULD PUT YOU OFF HAVING PARTIES ALTOGETHER!

NOW'S MY CHANCE! GOTTA SLIP OUTTA HERE WHILE THAT MISERABLE WEB-HEAD IS KEEPING THOSE GOONS BUSY!

I GUESS THE PARTY'S OVER! ALL THAT'S LEFT IS TO SEE THE GUESTS OUT!

OUT *COLD*, THAT IS!

CAUTIOUSLY, JONES EASES TOWARD THE OPEN DOORWAY--

WOULDN'T YOU KNOW IT, THERE'S ALWAYS A STRAGGLER WHO JUST WON'T LEAVE!

IF THAT GOON KEEPS 'EM BUSY LONG ENOUGH, I CAN SCOOT DOWN THE FIRE ESCAPE!

I DON'T KNOW HOW THAT WEB-SLINGER FOUND ME, BUT HIS INTERVENTION PROBABLY SAVED MY HIDE!

I THINK MY BEST BET IS TO BLOW THIS 'BURG TILL THE HEAT DIES DOWN. RIGHT NOW, I'M IN WAY OVER MY HEAD!

WELL, IT'S TIME TO WRAP THINGS UP IN MY OWN STYLISH WAY! THEN YOU AND I CAN TRANSACT OUR PRIVATE BUSINESS! RIGHT, JONES?

JONES? JONES! I--OH, NO! NOT AGAIN!

HEY, WEB-PUSS! I WANNA CALL MY LAWYER! I GOT RIGHTS!

DROP DEAD!

MEANWHILE, IN THE STREET OUTSIDE THE ST. RUDOLPHO HOTEL...

MR. DENATALE! IT'S A TRAP! SPIDER-MAN WAS WAITIN' FOR US! HE JUST KAYOED BENITO AND DA OTHER GUYS!

THAT CREEP JONES MUST HAVE BEEN A LURE, TO GET US TO TIP OUR HAND TO THE WALL CRASHER!

GEORGIE, CALL OUT THE REST OF THE BOYS. WE'RE GOING TO FINISH THIS ONCE AND FOR ALL. NOBODY SETS UP ROBERTO DENATALE ...AND LIVES!

MOMENTS LATER, AFTER AN ARDUOUS DESCENT--

CRIPES! THE THINGS I DO TO MAKE A BUCK!

DEAD END! LOOKS LIKE THE ONLY EXIT IS THROUGH THE FRONT! JUST HOPE I CAN CATCH A CAB QUICKLY--

A QUICK RIDE TO THE AIRPORT, A FAST JET TO MIAMI, AND I'M HOME...

...FREE

HIYA, DOGMEAT!

ME AND MY BOYS, HERE, WANNA THANK YOU FOR ALL YOUR HELP!

THE TABLEAU UNFOLDING IN THE ALLEY BELOW DOES NOT GO UNWITNESSED...

JONES IS IN BIG TROUBLE DOWN THERE.

ALL I'D HAVE TO DO IS NOT DO ANYTHING...

...AND THEN MY SECRET'D BE SAFE.

TOUGH TALK. I *CAN'T* JUST TURN MY BACK ON JONES WHILE THE ACME GOON SQUAD CLEANS HIS CLOCK...!

...MUCH AS I'D *LIKE* TO...

I'VE GOT TOO GREAT A SENSE OF *RESPONSIBILITY* FOR THAT. RESPONSIBILITY... YEAH...

...NOW *THAT'S* SOMETHING I HAD TO LEARN THE HARD WAY. MY UNCLE BEN HAD TO *DIE* BEFORE ANY SEMBLANCE OF RESPONSIBILITY WAS ABLE TO MAKE IT PAST ALL THE *FAT* BETWEEN MY EARS.

POOR UNCLE BEN NEVER DESERVED WHAT HAPPENED TO HIM! HE RAISED ME LIKE HIS OWN SON! BUT AFTER THE ACCIDENT THAT GAVE ME MY SPIDER-ABILITIES...

...I MADE A SELFISH DECISION. I ALLOWED A CRIMINAL TO GET AWAY-- BECAUSE I DIDN'T WANT TO GET INVOLVED.

"THEN, ONE NIGHT, MY UNCLE SURPRISED A BURGLAR AND WAS KILLED BY HIM. THAT SENT ME ON A MISSION OF VENGEANCE AS *SPIDER-MAN.*"

"BUT MY VENGEANCE WAS QUICKLY SOURED BY GUILT AS I DISCOVERED THAT MY UNCLE'S MURDERER WAS THE SAME MAN I HAD CALLOUSLY LET ESCAPE DAYS BEFORE.

" THAT NIGHT I SWORE NEVER TO TURN MY BACK ON CRIME AGAIN... SWORE TO UPHOLD THE GREAT RESPONSIBILITY THAT GREAT POWER BRINGS! I SWORE TO ALWAYS BE... SPIDER-MAN!' "

I KNOW WHAT I HAVE TO DO. ALL I NEED IS...

...A PLAN!

MEANWHILE, IN THE ALLEY BELOW...

STAY BACK! P-PLEASE DON'T HURT ME!

DON'T WORRY, CHUMP! I GUARANTEE YA, PRETTY SOON, YA AIN'T GONNA FEEL ANYTHING. RIGHT, BOSS?

KILL 'IM!

NO! NO ONE STEALS SPIDER-MAN'S INTENDED PREY!

HOLY CROW.

JONES HAS INCURRED MY WRATH... YOU SHALL NOT SAVE HIM FROM MY VENGEANCE!

SAVE HIM?! WHA...?

YA BEST WORRY ABOUT SAVIN' YOURSELF, WEB-HEAD! THESE NUNCHUKAS CAN SPLIT YOUR HEAD LIKE A RIPE MELON!

A LOT OF GOOD THEY'LL DO YOU IF YOU CAN'T EVEN SWING THEM, LACKEY!

HUH? WEBS?

THWPP

ALL RIGHT! YOU HOODS HAVE GONE TOO FAR THIS TIME! NOW YOU WILL LEARN THE HARD WAY!

SHAKK

ARRRGHH!

BOY, I THINK I MIGHT HAVE LAID IT ON A BIT THICK WITH THE VENGEANCE ROUTINE! I HOPE JONES HEARD IT ALL, OTHERWISE MY PLAN DOESN'T STAND A CHANCE!

HE'S CRAZY! HE INTENDS TO KILL ME IN ORDER TO KEEP HIS IDENTITY SECRET! I'VE GOTTA GET AWAY!

OH, NO!

YER DEAD, WEASEL!

UH-OH! LOOKS LIKE JONES MIGHT BUY THE FARM!

--CAN'T ALLOW THAT TO HAPPEN.

WOOFF!

AND NOW, JONES, THE SPIDER-MAN SHALL HAVE HIS VENGEANCE!

NO! NO! STAY AWAY! I...

...I'M TRAPPED!

YOU CAN'T ESCAPE MY WRATH, EVIL ONE.

NOW, *YOU* SHALL PAY FOR YOUR FOOLISH CURIOUSITY!

I'M NOT! HUMANS ARE MY PREY!

HE MEANS TO KILL ME!

THERE IS NOWHERE TO RUN, JONES!

Y-YOU'RE NOT HUMAN!

THERE'S NOWHERE FOR YOU TO HIDE! I LURK IN EVERY SHADOW...WAITING TO STRIKE!

WHERE IS HE? I CAN'T...

LOOK UP, JONES!

LOOK AND FACE YOUR DOOM!

THWIPP!

OH, LORD! HELP!

AT LAST! YOU WILL KNOW THE HORROR OF THE SPIDER-MAN'S ANGER!

N-NO! PLEASE! I...I'LL DO ANYTHING, J-JUST...

...DON'T KILL ME! CAN'T WE MAKE A D-DEAL?

O-OKAY, OKAY! I KNOW!

YOU KNOW WHAT I WANT, VILLAIN!

H-HERE! TAKE 'EM AND D-DON'T HURT ME, P-PLEASE!

VERY WELL, FOUL ONE! I SHOW MERCY BUT ONCE! THE NEXT TIME OUR PATHS CROSS, YOU SHALL NOT ESCAPE ME!

REMEMBER THAT ALWAYS!

WELL, WHAT DO YOU KNOW... IT WORKED! LAMONT CRANSTON, EAT YOUR HEART OUT!

EPILOGUE

TWELVE HOURS LATER, ON A BUSY MANHATTAN STREET CORNER...

53RD ST.

FIFTH AVE.

WELL, JAKE... YA REALLY MADE A MESS OF THIS ONE.

NOT ONLY DID YOU COME UP EMPTY-HANDED, BUT NOW YA GOTTA GET OUTTA TOWN, AS WELL!

DENATALE AND HIS BOYS WILL BE OUT ON BAIL BY THIS EVENING -- AND I'M SURE HE AIN'T THE FORGIVING TYPE!

WHO KNOWS! MAYBE IN A FEW YEARS I CAN SLIDE BACK INTO NEW YORK AND PICK UP THE PIECES! AFTER ALL, I'VE SEEN SPIDER-MAN'S FACE.

HE MUST LIVE AND WORK HERE! MAYBE I COULD SPOT HIM ON THE STREET SOMEDAY. AFTER ALL, HOW HARD COULD IT BE TO FIND...

...A SINGLE FACE?

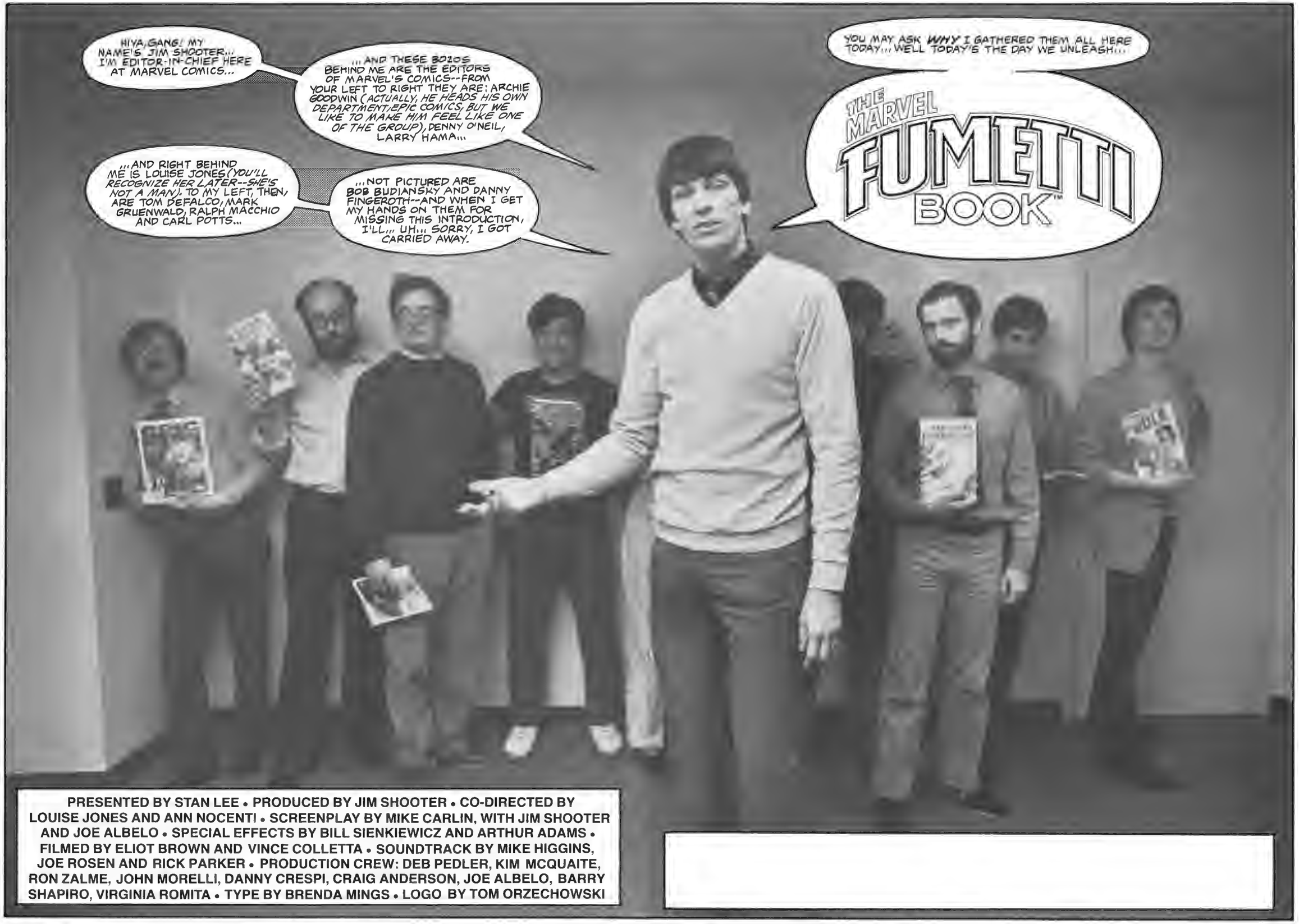
FINI

NEXT ISSUE: AT LAST! DUE TO ABSOLUTELY NO DEMAND WHATSOEVER, MIGHTY MARVEL IS ~~PROUD~~ MODERATELY PLEASED TO PRESENT...

THE SPECTACULAR SPIDER-KID!

(PLUS! THE FATE OF HARRY AND LIZ'S BABY! AND, A CERTAIN WEB-SWINGER CHANGES HIS COSTUME AGAIN! BE HERE IN 30 DAYS!)

Special Bonus: Take a wild and wacky photo tour through the Marvel Bullpen with Spidey and friends in *The Marvel Fumetti Book* (April 1984)



PRESENTED BY STAN LEE • PRODUCED BY JIM SHOOTER • CO-DIRECTED BY LOUISE JONES AND ANN NOCENTI • SCREENPLAY BY MIKE CARLIN, WITH JIM SHOOTER AND JOE ALBELO • SPECIAL EFFECTS BY BILL SIENKIEWICZ AND ARTHUR ADAMS • FILMED BY ELIOT BROWN AND VINCE COLLETTA • SOUNDTRACK BY MIKE HIGGINS, JOE ROSEN AND RICK PARKER • PRODUCTION CREW: DEB PEDLER, KIM MCQUAITE, RON ZALME, JOHN MORELLI, DANNY CRESPI, CRAIG ANDERSON, JOE ALBELO, BARRY SHAPIRO, VIRGINIA ROMITA • TYPE BY BRENDA MINGS • LOGO BY TOM ORZECHOWSKI

AS THE EDITOR-IN-CHIEF OF THIS, THE WORLD'S LARGEST COMIC BOOK COMPANY, I HAVE MANNED MY STAFF WITH ONLY THE MOST DEDICATED AND RELIABLE OF COMICS PROFESSIONALS...

...EACH AND EVERY ONE OF THEM WAS HAND-PICKED, TRAINED EXTENSIVELY AND PLACED IN CHARGE OF A FIXED NUMBER OF MARVEL'S TOP SELLING TITLES...

AND WHEN I SAY TRAINED--I MEAN *TRAINED!* JUST WATCH. ALL RIGHT, MEN-- AND WEEZIE--*TENSHUN!*

SEE.

NOW, WHEN I STEP OUT OF THE SHOT, DISPLAY ONE OF THE AFOREMENTIONED TOP SELLING TITLES THAT YOU EDIT. **GO!**

NICE. VERY NICE.

OKAY, IF YOU THINK THAT WAS NEAT --JUST GET A LOADA THIS! WHEN I SNAP MY FINGERS...

SNAP!

...THE *CRAZIEST* THINGS HAPPEN!

HOW'S *THAT* FOR OBEDIENCE?

STORY: MIKE CARLIN PHOTOS: ELIOT BROWN

AND THAT AIN'T ALL! NOW THE REVERSE!

SNAP!

GRUENWALD! YOU'RE SLIPPING!

SORRY ABOUT THAT, CHIEF!

RIGHT. WELL, JUST DON'T LET IT HAPPEN AGAIN! WHEN IT COMES TO EDITING COMICS, FOLKS, AS IN MAKING A GOOD HUMAN PYRAMID, IT'S ALL IN THE TIMI--!

I SAW THAT, GRUENWALD! I THOUGHT WE AGREED THAT FOR THIS FUMETTI THING WE'D ACT LIKE I WAS THE RESPECTED GUIDING FORCE BEHIND--!

ET TU, DENNY? I GIVE UP! THERE'S NO CONTROLLING THESE CLOWNS... I WAS A FOOL TO THINK I COULD TELL YOU OTHERWISE.

OKAY, GUYS--AND WEEZIE--THE REST OF THIS BOOK IS YOURS!

SPIDEY'S EDI-TOUR

STORY: MIKE CARLIN PHOTOS: VINCE COLLETTA SPECIAL EFFECTS: BILL SIENKIEWICZ

OKAY, HERE IS WHERE *CARL POTTS* AND *JIM MASSARA* EDIT *DOCTOR STRANGE*.

LOOKS LIKE CARL IS TEACHING JIM HOW TO BE AN EDITOR SUPREME.

IN THIS OFFICE ALL OF THE *SPIDER-MAN* TITLES ARE HANDLED BY *DANNY FINGEROTH* AND *BOB DENATALE*.

THIS PLACE *IS* ENOUGH TO MAKE ONE START CLIMBING THE WALLS, ISN'T IT?

IN HERE WE HAVE THE *FANTASTIC FOUR'S* EDITORIAL TEAM, *BOB BUDIANSKY* AND *MICHAEL HIGGINS*.

SHOW OFFS!

NEXT DOOR WE HAVE *RALPH MACCHIO* AND *BOB HARRAS*, WHO'VE BEEN STEERING *US!* IN YOUR DIRECTION.

LET ME GUESS, BUSY, RIGHT, GUYS?

TOM DEFALCO AND *ELIOT BROWN* ARE IN CHARGE OF SPECIAL PROJECTS AND MARVEL'S NEW HUMOR LINE.

FUNNY MEN, TOM AND ELIOT.

THE LAST OFFICE ON EDITORS' ROW IS THAT OF *LOUISE JONES* AND *ANN NOCENTI*.

THEY'RE THE TWO WHO HANDLE THE *X-MEN* AND THE *NEW MUTANTS*.

BAMF

BUT, IT WOULD APPEAR THAT THEY'RE IN THE MIDDLE OF A DANGER ROOM WORK OUT. OH, WELL.

BUT THE REAL BIG WIG 'ROUND HERE IS EDITOR IN CHIEF, *JAMES SHOOTER!*

MY, THAT *IS* A BIG WIG!

UM... 'SCUSE ME, SIR, I MUST BE MOVING ON.

BOY, THIS PLACE *IS* NUTTY!

AND DANGEROUS!

BUT, I GUESS THE REASON I LIKE *MARVEL* SO MUCH...

...IS 'CAUSE ALL THE FINEST PEOPLE HANG OUT HERE!

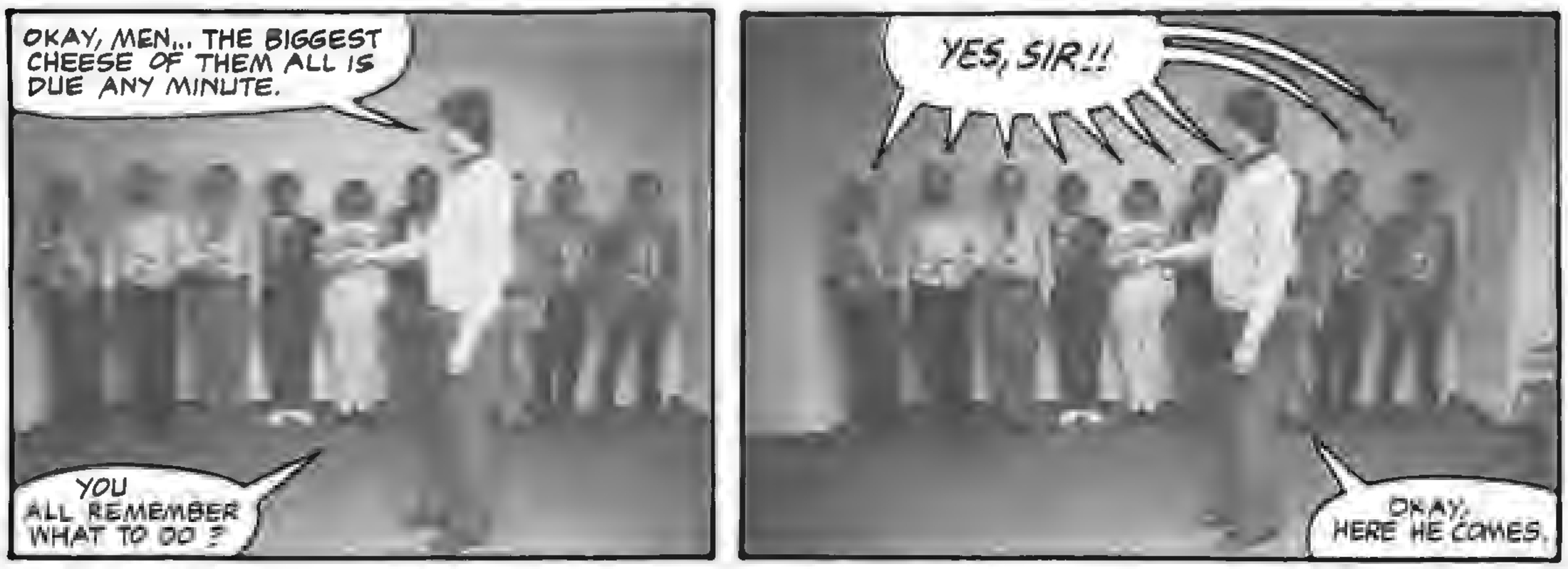
BREAKFAST IN THE BULLPEN!

STARRING: JOE ALBELO, JOHN MORELLI, MARK GRUENWALD, DANNY CRESPI, RON ZALME, WALTER SIMONSON, JACK ABEL, and RICK PARKER

STORY: JOE ALBELO **PHOTOS: VINCE COLLETTA**

WHO'S THE BOSS?

STARRING: ARCHIE GOODWIN, AL MILGROM, DENNY O'NEIL, LARRY HAMA, LOUISE JONES, TOM DEFALCO, MARK GRUENWALD, RALPH MACCHIO, CARL POTTS, JIM SHOOTER and STAN LEE



STORY: MIKE CARLIN PHOTOS: ELIOT BROWN

ALCOHOLIC IRON MEN!

DEAD VAMPIRES!

BETA RAY WHATSISNAME!

MOHAWKS!

KNOCK IT OFF, ALREADY!

I HAVE SPOKEN.

NYYAAA!

YEEHA! THANKS, GUYS. THAT WAS GREAT! I LOVE ACTING LIKE A ***REAL*** BOSS!

THE RAZZ WAS A NICE TOUCH!

OH-- ALL THE STUFF I MENTIONED BEFORE... I WAS ONLY KIDDING, I LOVE IT, KEEP UP THE GOOD WORK! EXCELSIOR!

YOU GUYS WERE SWELL.

BUT BEFORE YOU'RE DISMISSED--

SNAP!

JUST TESTING.

THE WET T-SHIRT CONTEST

STARRING: JIM SHOOTER, JOE RUBINSTEIN, CHRISTIE SCHEELE, LYNN COHEN, LINDA GRANT, VIRGINIA ROMITA, LAURIE SUTTON, MARY JO DUFFY, and SUSAN EHRENREICH

PLOT: JIM SHOOTER SCRIPT: MIKE CARLIN PHOTOS: VINCE COLLETTA

THE FASTEST WRITER IN THE WORLD

STARRING: BILL MANTLO

STORY: BILL MANTLO **PHOTOS: VINCE COLLETTA**

AFTERMATH . . .

STARRING: DEB HIGHLEY, NANCY DODARO, ANN NOCENTI, LYNN COHEN, LOUISE JONES, MARY JO DUFFY, CAROL JAZWINSKI and STAN LEE

STORY: MIKE CARLIN PHOTOS: ELIOT BROWN

'NUFF SAID!

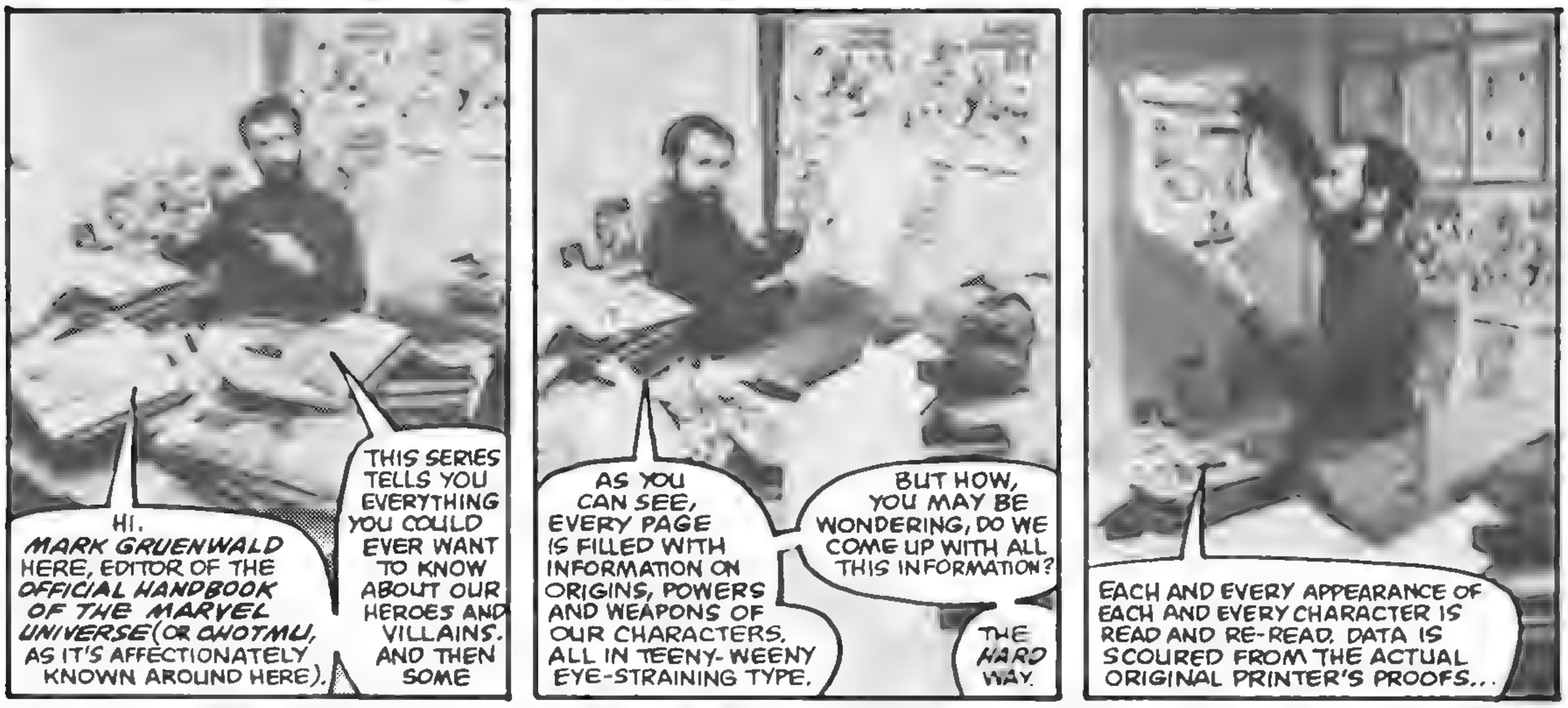
SECRETS BEHIND THE COMICS I

STARRING WALT and LOUISE SIMONSON

STORY: MIKE CARLIN **PHOTOS: VINCE COLLETTA** **SPECIAL EFFECTS: ARTHUR ADAMS**

SECRETS BEHIND THE COMICS II

STARRING: MARK GRUENWALD, MIKE CARLIN, JIM SHOOTER, AL MILGROM, CHRIS CLAREMONT, TERRY AUSTIN and LOUISE JONES



Script: **DANNY FINGEROTH** **PHOTOS: ELIOT BROWN**

INKER-DINKER-DOO Starring: Terry Austin

STORY: MIKE CARLIN PHOTOS: VINCE COLLETTA

QUICK DRAW

STARRING: JOHN BYRNE

STORY: MIKE CARLIN **PHOTOS: VINCE COLLETTA** **SPECIAL EFFECTS: ARTHUR ADAMS**

THE SUPER BOXERS MEET THE FUTURIANS

STARRING: RON WILSON AND DAVE COCKRUM

STORY: MIKE CARLIN **PHOTOS: VINCE COLLETTA** **SPECIAL EFFECTS: BILL SIENKIEWICZ**

THE SPIDER-MAN PLOT SESSION

STARRING: TOM DEFALCO, AL MILGROM, DANNY FINGEROTH and BOB DENATALE

STORY: MIKE CARLIN PHOTOS: VINCE COLLETTA SPECIAL EFFECTS: ARTHUR ADAMS

COME DOWN HERE, YOU-- YOU--!

I'M GETTIN' OUTTA HERE!

WHAT HAVE I DONE?

DANNY FINGEROTH EDITOR

SLAM!

CRASH! BASH!

WILL YOU LISTEN TO THOSE GUYS GO AT IT?

SHOOTER'LL KILL ME IF EITHER OF THOSE GUYS IS HURT!

DENATALE WAS EXPENDABLE-- BUT MILGROM AND DEFALCO WE NEED!

SMASH!

OH DANNY? DANNY FINGEROTH? COULD YOU STEP IN HERE?

?

WELL, TOM, I THINK OUR LITTLE SHOW HAS TAUGHT ANOTHER NEW MARVEL EDITOR THAT YOU'VE GOT TO STAY ON TOP OF THE FREELANCERS OR THEY'LL GO WILD!

YEAH, I THINK DANNY'LL BE A FINER EDITOR THANKS TO US *OLD TIME EDITORS*. IT IS UP TO US TO PASS THE EDITORIAL BATON DOWN THROUGH THE AGES. TOO BAD ABOUT THE DENATALE KID THOUGH! OH WELL, WHAT'S ONE ASSISTANT EDITOR COMPARED WITH WHAT WE'VE DONE FOR DANNY AND MARVEL THIS DAY?

GAK! GAK!

END

THE UP ELEVATOR

STARRING: JOHN BYRNE, TOM PALMER, MIKE CARLIN and MARK GRUENWALD

STORY: MIKE CARLIN PHOTOS: VINCE COLLETTA SPECIAL EFFECTS: BILL SIENKIEWICZ

BEAUTY AND THE BEAST

STARRING: THE HULK, MARY MCPHERRAN, JOHN BYRNE, RON WILSON, LOUISE JONES and ANN NOCENTI

STORY: MIKE CARLIN PHOTOS: VINCE COLLETTA

SECRETS BEHIND THE COMICS III

STARRING: DAVE COCKRUM, BOB BUDIANSKY, and JOHN MORELLI

STORY: MIKE CARLIN **PHOTOS: VINCE COLLETTA** **SPECIAL EFFECTS: ARTHUR ADAMS**

THE DOWN ELEVATOR

STARRING:
DANNY FINGEROTH,
WALTER SIMONSON,
PAUL SMITH, BRET BLEVINS
and JOHN BYRNE

STORY: JOE ALBELO **PHOTOS: VINCE COLLETTA**

ON THE ROAD WITH PAUL SMITH

STORY: MIKE CARLIN PHOTOS VINCE COLLETTA SPECIAL EFFECTS: ARTHUR ADAMS

THE PHONE CALL

STARRING: DENNY O'NEIL, LINDA GRANT, RALPH MACCHIO, MIKE CARLIN and BOB HARRAS

STORY: ? PHOTOS: VINCE COLLETTA SPECIAL EFFECTS: ARTHUR ADAMS

THAT'S ALL FOLKS!!

In July 1982, roughly the time that *The Amazing Spider-Man* #234 hit stores, Roger Stern laid out his plans for the next year's worth of stories *and beyond*. He departed the series after issue #252, but if he had continued, he had planned the following developments for *The Amazing Spider-Man* #253-264.

UPCOMING DEVELOPMENTS IN THE AMAZING SPIDER-MAN

ASM #253: Introduction of The Blank [new villain]...Lance and Amy get married; Pete and Jonah get pulled in as witnesses...JJJ does some hard thinking about himself and Marla...SM becomes more uneasy about his new costume...Mary Jane parties

ASM #254: SM discovers the big problem with his costume--**It's Alive!!** Pete picks up more photog work--and more complaints about the quality of his work--while Lance & Amy are off on their honeymoon...Jonah has a heartfelt discussion with Marla about their careers...Mary Jane works as a model

ASM #255: Introduction of Centaur [new villain]...Jonah visits grave of his first wife...Pete runs into some former fellow grad students while on photo assignment, and frets about how he's left academia behind, and vice versa...MJ appears in a sexy new series of ads...SM goes back to old costume

ASM #256: Jonah has long talk with his son, comes to a decision, and formally asks Marla to marry him...she accepts...MJ gets involved in some fashion business intrigue

ASM #257: Hobgoblin returns, but keeps to the background... Jameson/Madison nuptials are planned...Pete and MJ have a heartfelt talk about relationships, and the secret of MJ's past begins to unravel.

ASM #258: The secret of Mary Jane's past, her sister, and the general state of her head are explored.

ASM #259: JJJ and Dr. Madison are married.

ASM #260: Hobgoblin is back in full force.

ASM #261: More Hobgoblin...and then, just to complicate things, Arcade shows up!

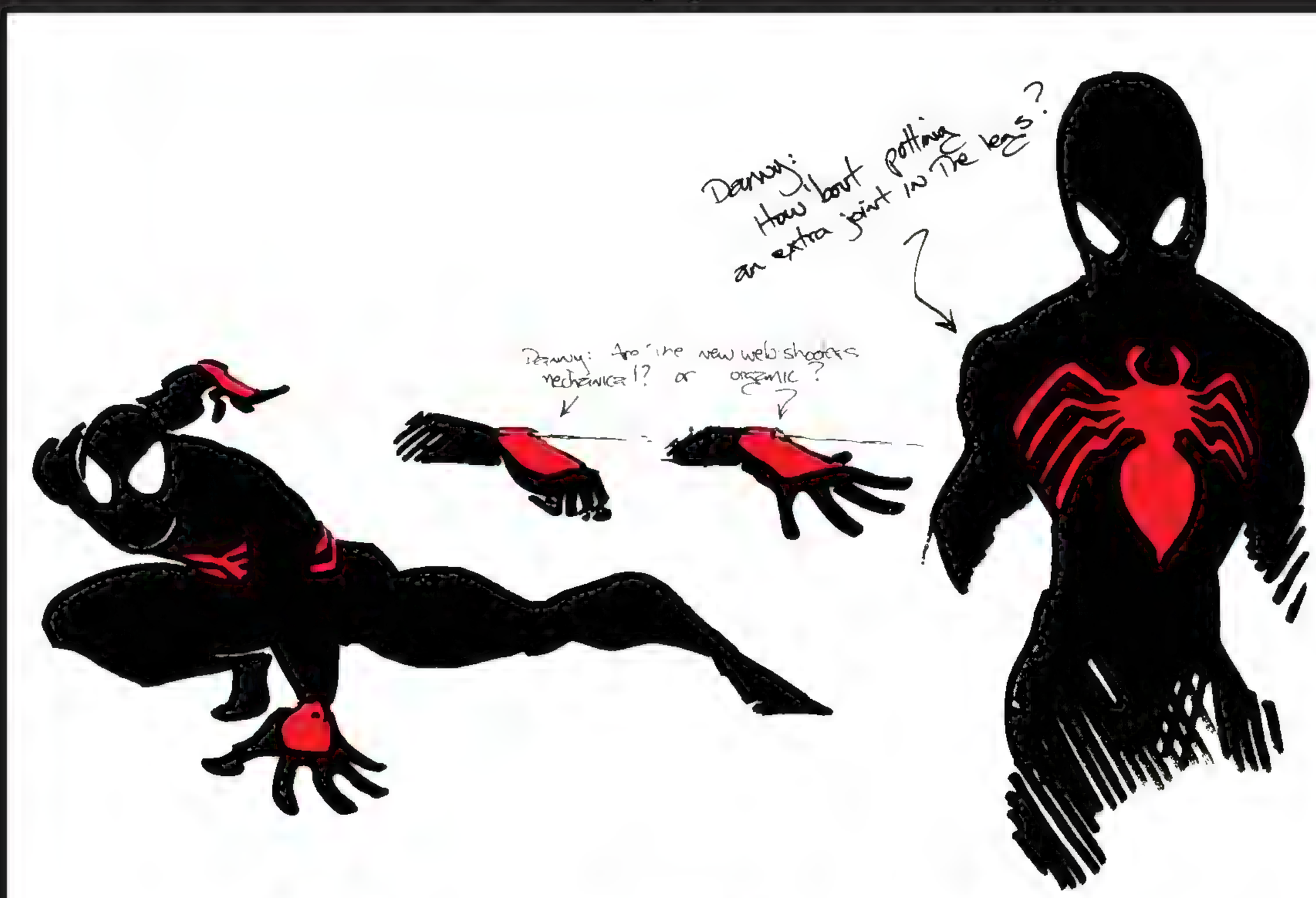
ASM #262: Arcade and Hobgoblin give SM real fits.

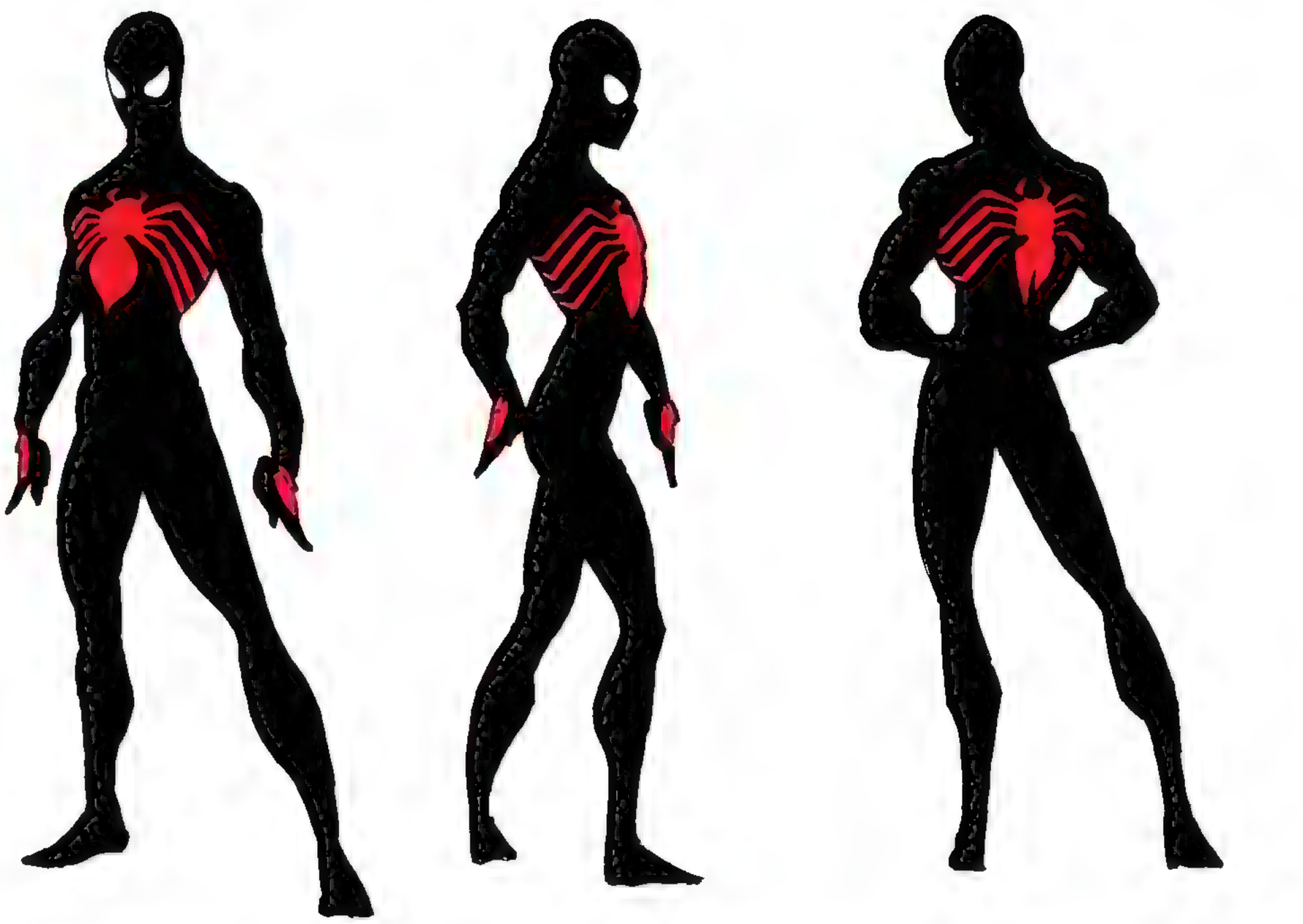
ASM #263: Pete goes to Canada to recover from the last few issues.

ASM #264: A new lady enters Peter Parker's life.

Courtesy Roger Stern

In 1982, a fan letter from Marvel reader Randy Schueller caught editor-in-chief Jim Shooter's attention. Schueller suggested that Spider-Man have a stealth costume made of unstable molecules that augmented his powers. Shooter contacted Schueller, bought the idea and give him a stab at writing for Marvel. Mike Zeck designed the new costume while Rick Leonardi suggested a few refinements as seen in the sketches below (first published in *Marvel Age* #12 [March 1984]). The alien costume debuted in *The Amazing Spider-Man* #252 (May 1984).





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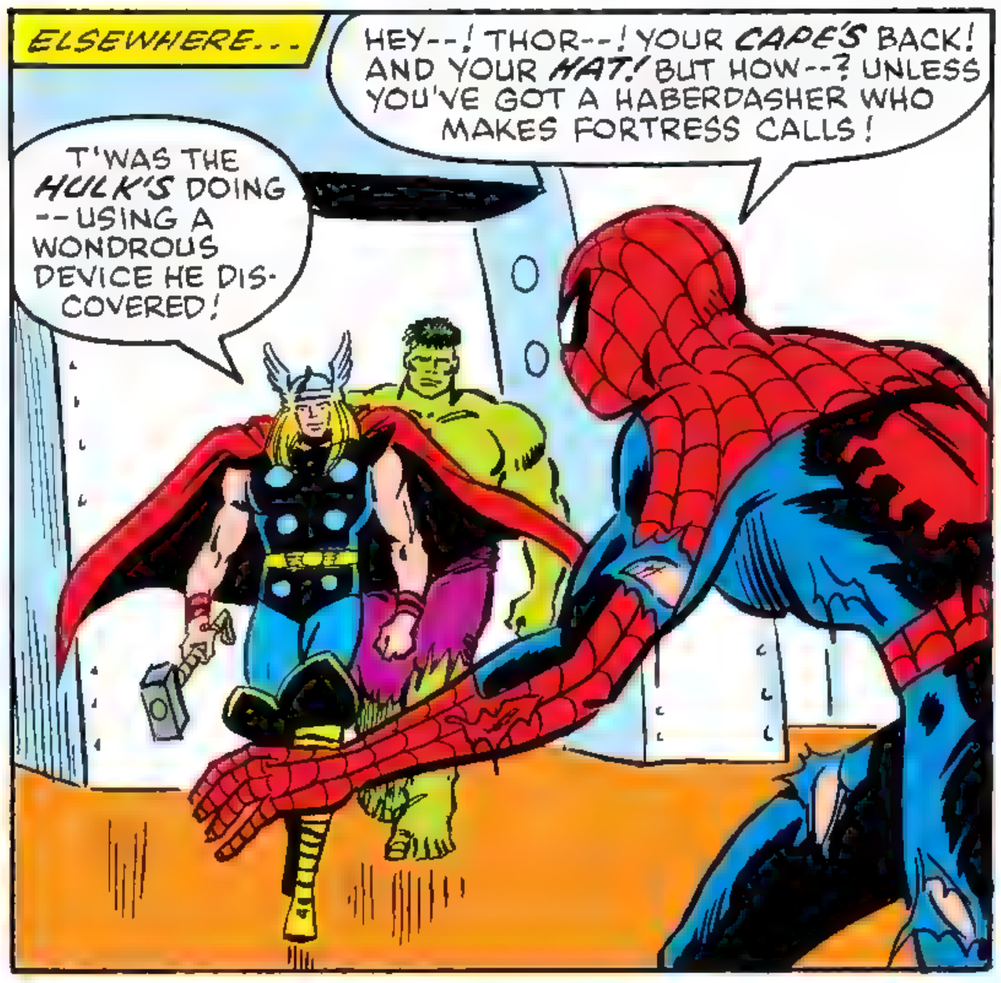
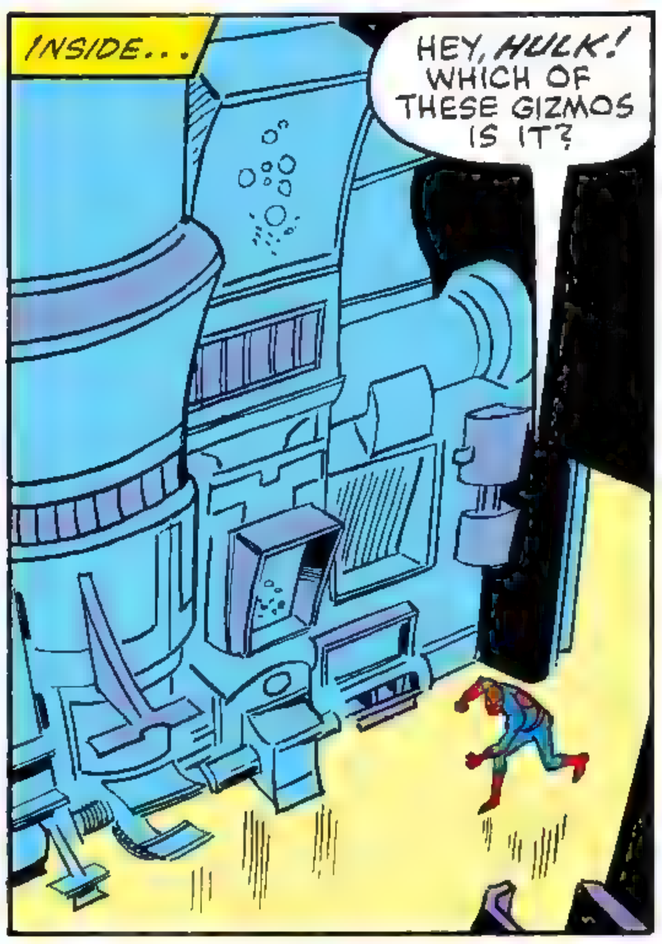
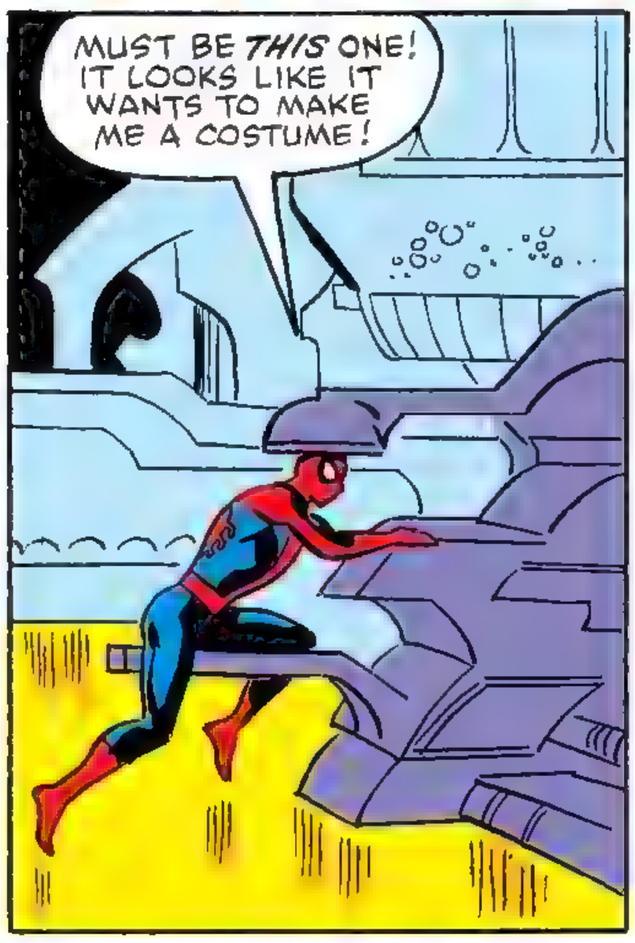
MZ·JB

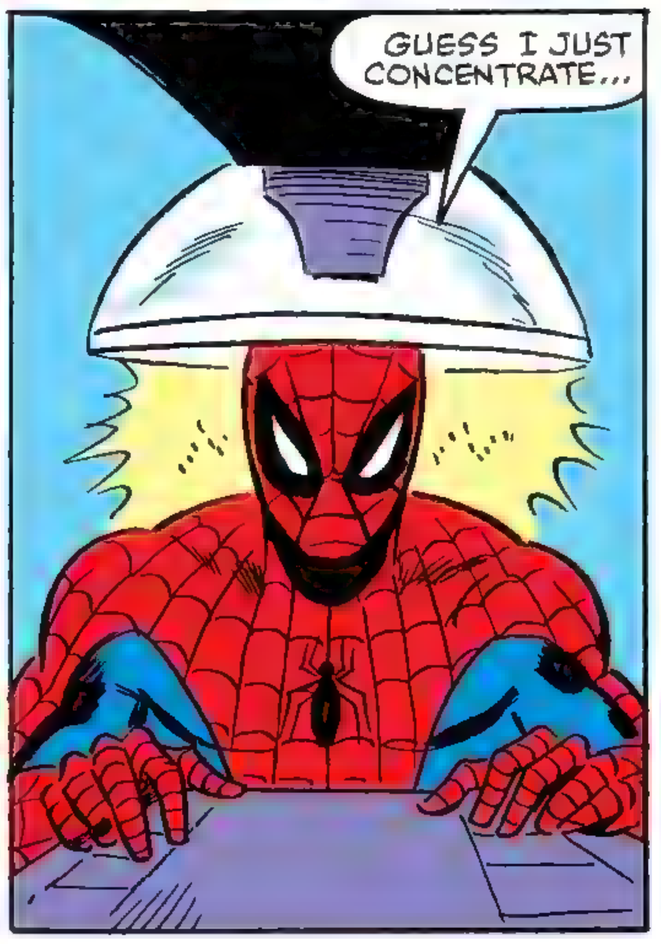
AMID THE CHAOS, THERE COMES A COSTUME--!

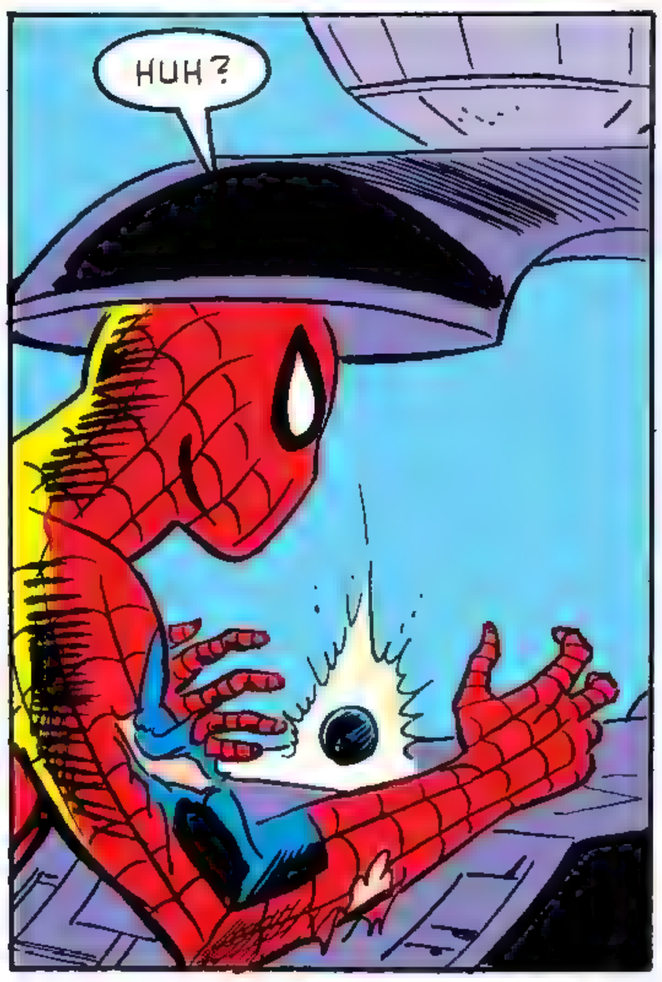
Spider-Man's alien costume debuted in May 1984, but the story of how he acquired it wasn't revealed until this scene in December 1984's *Secret Wars* #8.

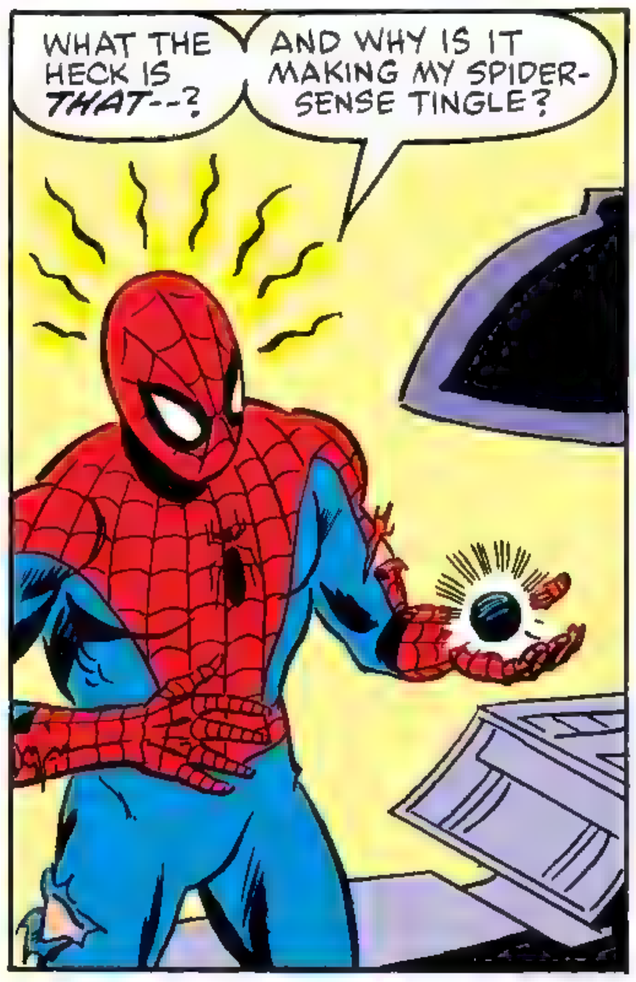










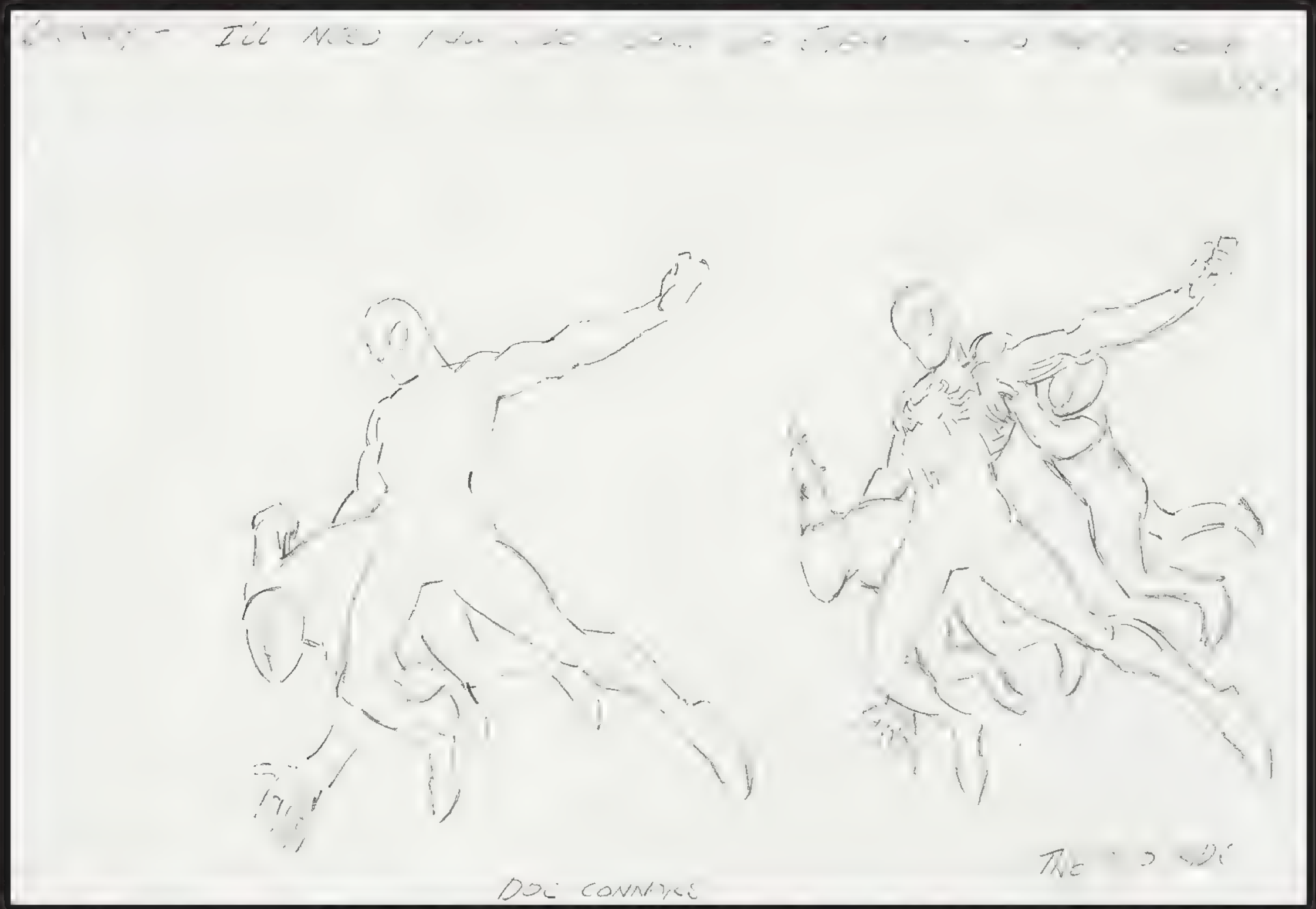


In need of new threads while on Battleworld, Spidey uses the wrong machine. Instead of getting a repaired costume, he gets an alien symbiote. Pure Parker luck.

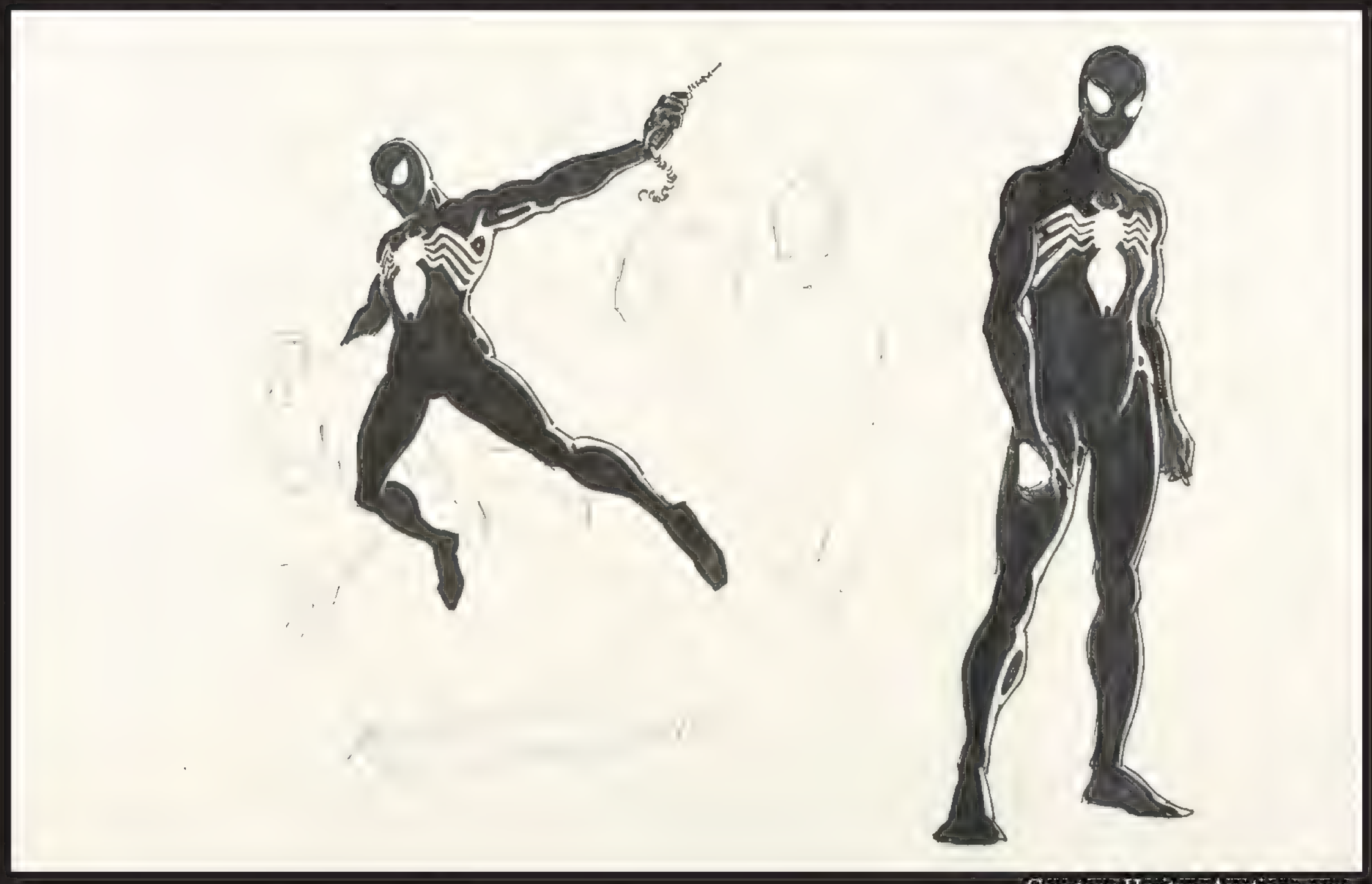
The Amazing Spider-Man #252 cover original art
by Ron Frenz & Klaus Janson

Courtesy Scott Dunbier

Ron Frenz sketched two options for *The Amazing Spider-Man* #252's cover, one with him carrying Dr. Connors (a.k.a. the Lizard) and one with two children.



Ron Frenz also explored a variety of options for the corner box art, including the version at right evoking Steve Ditko's *The Amazing Spider-Man Annual* #2 cover.



Courtesy HeritageAuctions.com

The Amazing Spider-Man #252 corner box art and pages 1-8 thumbnail sketches
by Ron Frenz

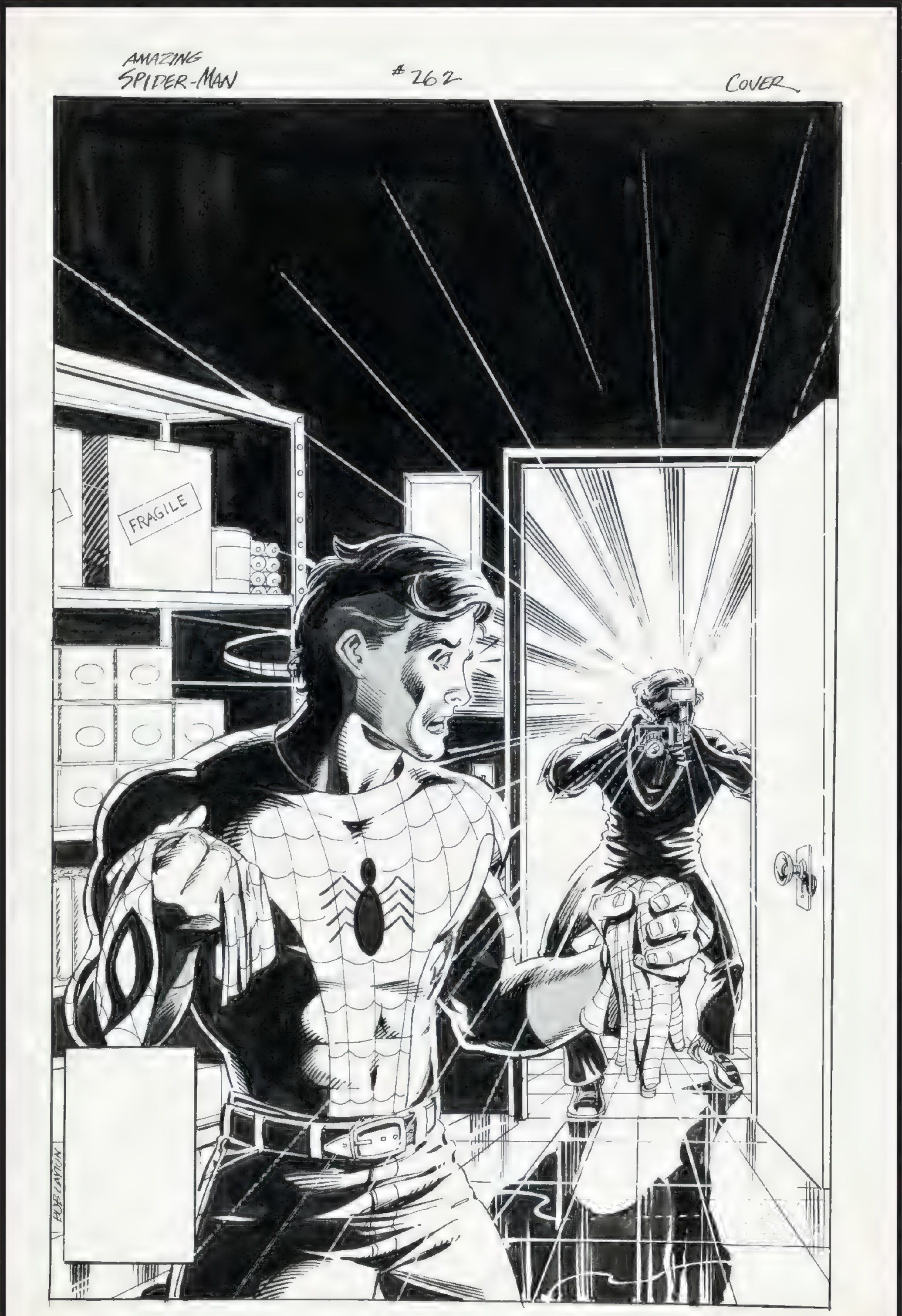
Courtesy HeritageAuctions.com

The Amazing Spider-Man #252, pages 9-22 thumbnail sketches
by Ron Frenz

Courtesy HeritageAuctions.com

Eliot R. Brown (that's him in the background) shot *The Amazing Spider-Man* #262's photo cover with stuntman Scott Leva in Marvel's photostat storage room.

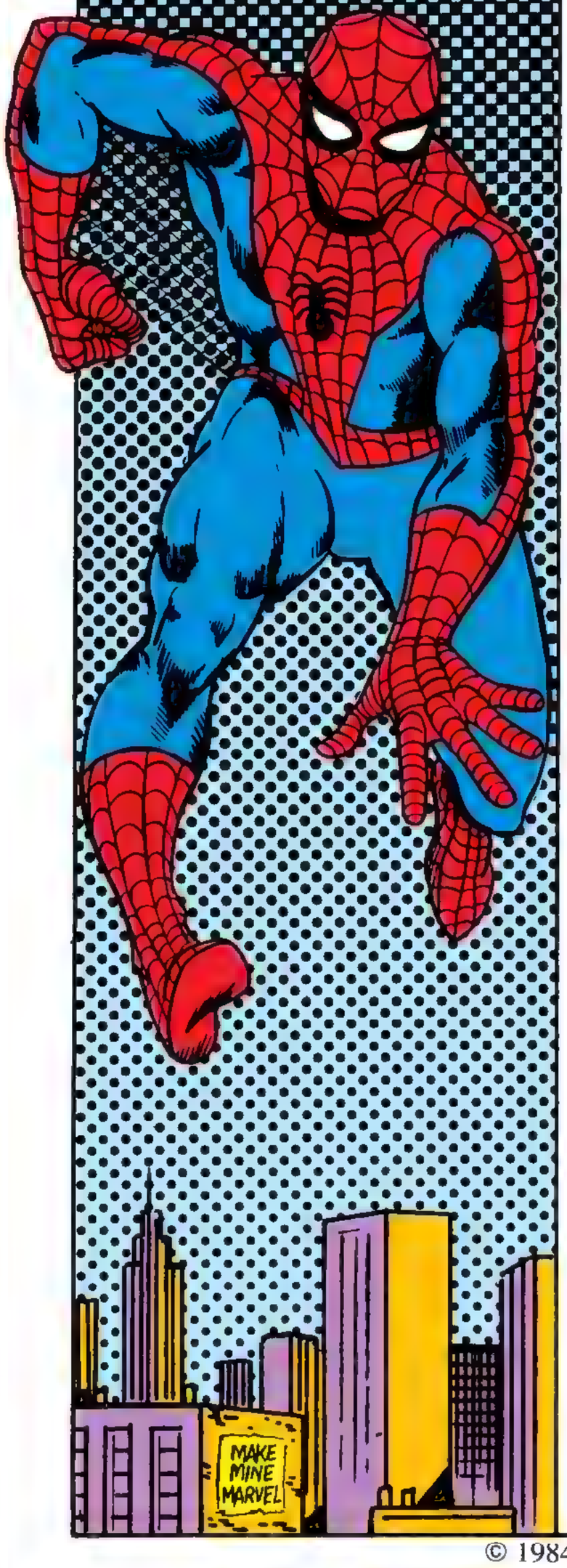
In case reproduction issues arose with *The Amazing Spider-Man* #262's photo cover, Bob Layton drew a backup pen-and-ink version of the shot that went unused.



Courtesy HeritageAuctions.com

Marvel Age #14 (May 1984) treated readers to tidbits about the new creative teams and exciting developments ahead for Spider-Man in '84.

NEW DIRECTIONS FOR SPIDER-MAN®



by Bob Sodaro and **Mark Lerer**

The story by now is history. Several years ago, while attending a demonstration of radioactivity, student **Peter Parker** was accidentally bitten by a dying spider that had been exposed to deadly radiation. To his surprise, **Peter** did not get ill, but rather developed powers which mimicked those of the spider. He now possessed enhanced strength, speed, agility, and the strange abilities to cling to walls and sense danger. Deciding at first to use his new powers to cash in, **Peter** designed a **Spider-Man** costume and, using his scientific brilliance, constructed artificial web-spinning devices. After appearing on TV, the amazing **Spider-Man** became an overnight sensation. Soon, though, the tragic death of his **Uncle Ben**, which **Peter** could have prevented, taught **Spider-Man** the lesson that with great power must come great responsibility. A phenomenal crime fighting career began.

In the years since, **Spider-Man** has fought every kind of threat, from simple thugs to criminal masterminds, from super-powered hoods to cosmic world-beaters. He has battled alongside nearly every superpowered champion, and adventured everywhere from his home in New York City to the mystic realms of **Dr. Strange**.

Now **Spider-Man** undergoes a series of dramatic changes, as the direction of the world's most popular super hero takes an innovative and bold turn under the editorship of **Danny Fingeroth**. The old creative team leaves, making way for **Tom DeFalco**, writer, and **Ron Frenz**,

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penciler, for **THE AMAZING SPIDER-MAN**. **PETER PARKER, THE SPECTACULAR SPIDER-MAN** will now be written and penciled by the versatile **Al Milgrom**. **MARVEL TEAM-UP**, which regularly stars **Spidey** in tandem with different Marvel heroes, has not yet been assigned a permanent writer; for a few months scripts from **Tony Isabella**, **David Michelinie**, and **Cary Burkett** will amaze you, penciled by **Spider-Man's** newest artist, **Greg LaRocque**.

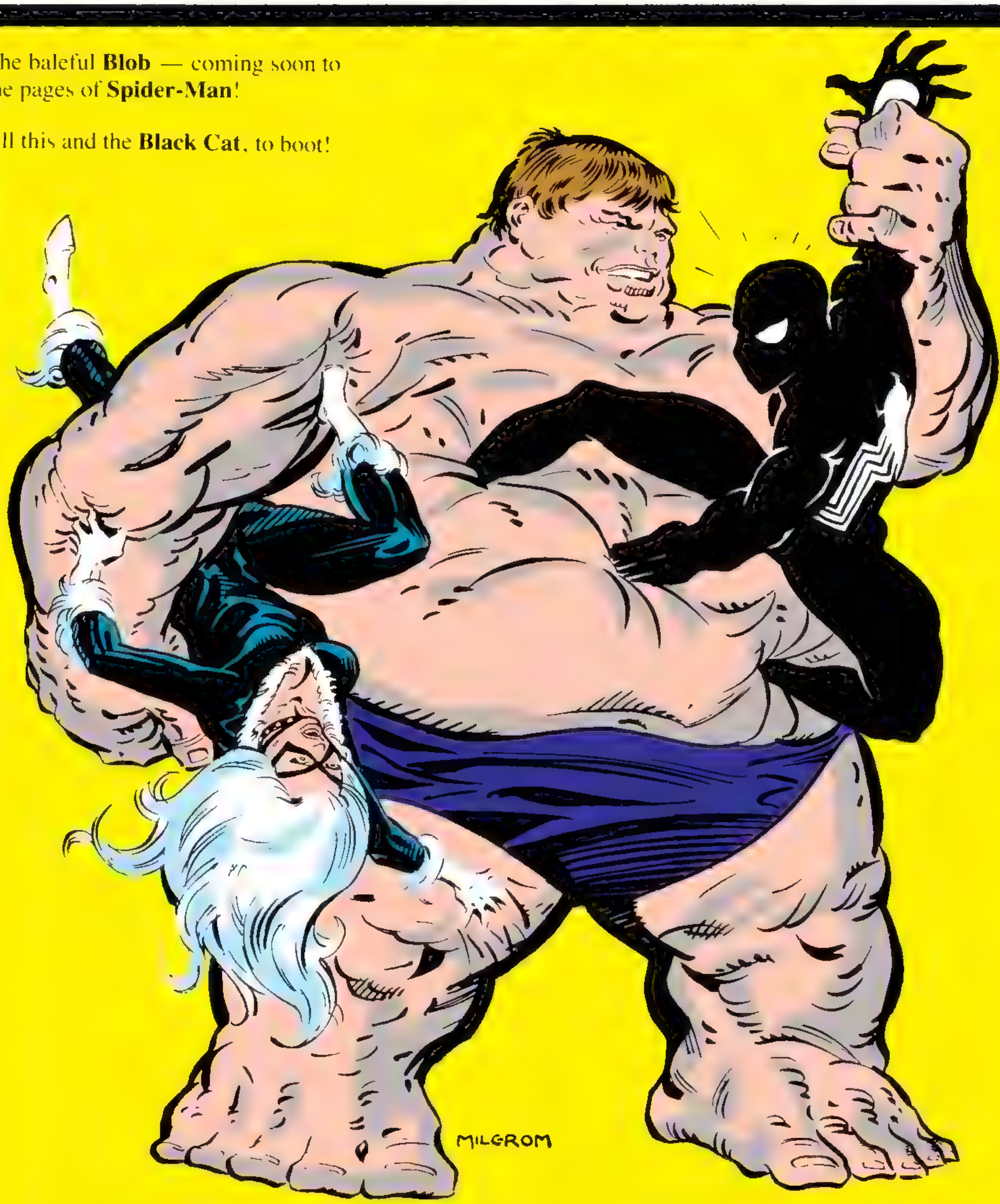
Why the changes? After all, **Spider-Man** is the world's most popular super hero as he is! **Danny Fingeroth** let us in on his personal view. "Simply put, life changes people, and **Spider-Man** was due for a change!" First, **Spider-Man** has a new costume. Next, **Peter's** personal life will take turns that readers never thought possible. Third, participation in the cosmic confrontation shown in **MARVEL SUPER HEROES: THE SECRET WARS** has changed **Peter**, his outlook, and the ways he reacts to ordinary provocations at home. These adjustments will cause many unexpected situations!

Where will **Spider-Man's** new scribes take the web-slinger? That's a closely guarded secret. A new villain named **the Rose** lurks. He's not what you'd expect an underworld crime master to be like! Also upcoming are menacing appearances by **Jack O'Lantern**, **the Red Ghost**, and of course, **the Hobgoblin**. Watch out, though — there'll be a strange twist in **the Hobgoblin** storyline — so if you thought you had the true identity of this mysterious bad guy figured out, you might have to scratch your pet theory and guess again!

Al Milgrom's stories for **SPECTACULAR SPIDER-MAN** will have a style not unlike his free-wheeling **U.S. 1 Limited Series**. **Danny** set us straight: "Oh, there'll be a lot less punning, and the humor will be a bit more sophisticated than **U.S. 1**. But **SPECTACULAR SPIDER-MAN** will be a more light-hearted book than the other **Spider-Man** titles."

The baleful **Blob** — coming soon to the pages of **Spider-Man**!

All this and the **Black Cat**, to boot!



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MARVEL TEAM-UP, the third **Spider-Man** title, will see the wall-crawler team up with the new **Iron Man**, **Moon Knight**, **Daredevil** and **the Black Widow**, and **Nomad**. **Danny's** policy asserts that there will be convincing reasons for **Spidey** to meet with these and the many other super heroes he'll encounter. Future team-ups will have reasonable causes and will not occur by coincidence or random happenstance.

You've all seen **Spider-Man's** sleek new costume here in the pages of **MARVEL AGE MAGAZINE**. **Spidey** receives this new set of duds in **THE SECRET WARS**. What you may not know is that this outfit does more than *look* different — it obeys **Spider-Man's** mental commands! No more having to stop and change clothes for **Peter**! There are more surprises, too — not everything about this new costume is *good*!

Felicia Hardy, **the Black Cat**, will play a major role in **Spider-Man's** future, being the current love of his life. We asked **Danny** if the **Black Cat** would marry **Spider-Man**. A sly grin appeared on **Danny's** face. All he would say was, "With love, there is always the chance for marriage. But there is also the chance for tragedy!" We have no idea what he meant by this cryptic remark, but we do know that **the Black Cat** will figure prominently in all three **Spider-Man** titles.

Danny pays close attention to the tight continuity between the three **SPIDER-MAN** books. "I want to intertwine the three books," he explained, "to make one continuous saga. But while the three titles will interrelate, you'll be able to read each as a single story."

It seems that as much about **Spider-Man's** future is unknown as is known! All we know for sure is that the last twenty years have been eventful ones for the **Amazing Spider-Man**, and the style and approach of **Danny** and the new creative crew will insure that the next twenty are off to a flying start!

Marvel Press Poster #13 — *Spider-Man: Old and New* (1984)
by Ron Frenz & Josef Rubinstein

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This 1984 Sinister Six pinup by Kerry Gammill spent nearly a decade in inventory before seeing print in *Marvel Super-Heroes* #15 (Fall 1993).

From May 1984 to March 1985, *Marvel Tales* continued sequential reprints of *The Amazing Spider-Man* from the Lee/Ditko heyday.

Reprinting *The Amazing Spider-Man* #25-27

MARVEL TALES STARRING SPIDER-MAN

CLOAKED IN DARKNESS, SPIDEY FACES THE MYSTIFYING MENACE OF... "THE MOLTEN MAN!"

ALSO IN THIS LANDMARK ISSUE: PETER PARKER'S GRADUATION!

MARVEL TALES STARRING SPIDER-MAN

"THE WONDROUS WORLDS OF DOCTOR STRANGE!"

MARVEL TALES STARRING SPIDER-MAN

REPRINTING -- FOR THE FIRST TIME EVER -- AMAZING SPIDER-MAN #29!

WHATEVER YOU DO... WHEREVER YOU DO... "NEVER STEP ON A SCORPION!"

MARVEL TALES STARRING SPIDER-MAN

ONLY THE BATTY MARVEL BULLPEN COULD PRESENT SUCH A TRULY DAZZLING DISPLAY OF DERRING-DO AS... "THE CLAWS OF THE CAT!"

Reprinting *The Amazing Spider-Man* #28-30 & *Annual* #2

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MARVEL TALES STARRING SPIDER-MAN

"IF THIS BE MY DESTINY..."

DEDICATED TO YOU, THE GREAT NEW MARVEL

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MARVEL TALES STARRING SPIDER-MAN

WITH HIS AUNT MAY GRAVELY ILL IN THE HOSPITAL, SPIDER-MAN FIGHTS AS NEVER BEFORE!

"MAN ON A RAMPAGE!"

COLLECTOR'S ITEM CLASSIC

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MARVEL TALES STARRING SPIDER-MAN

"The FINAL CHAPTER!"

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MARVEL TALES STARRING SPIDER-MAN

"THE THRILL OF THE HUNT!"

Reprinting *The Amazing Spider-Man* #31-34

Marvel Tales #266 (October 1992) cover
by Ron Lim & Larry Mahlstedt

Reprinting *The Amazing Spider-Man* #252

Marvel Tales #267 (November 1992) cover
by Ron Lim & Larry Mahlstedt

Reprinting *The Amazing Spider-Man* #253

Marvel Tales #268 (December 1992) cover
by Ron Lim & Keith Williams

Reprinting *The Amazing Spider-Man* #254

Marvel Tales #269 (January 1993) cover
by Ron Lim & Al Milgrom

Reprinting *The Amazing Spider-Man* #255

Marvel Tales #270 (February 1993) cover
by Ron Lim & Keith Williams

Reprinting *The Amazing Spider-Man* #256

Marvel Tales #271 (March 1993) cover
by Ron Lim & Keith Williams

Reprinting *The Amazing Spider-Man* #257

Marvel Tales #272 (April 1993) cover
by Ron Lim & Terry Austin

Reprinting *The Amazing Spider-Man* #258

Marvel Tales #273 (May 1993) cover
by Ron Lim & Terry Austin

Reprinting *The Amazing Spider-Man* #259

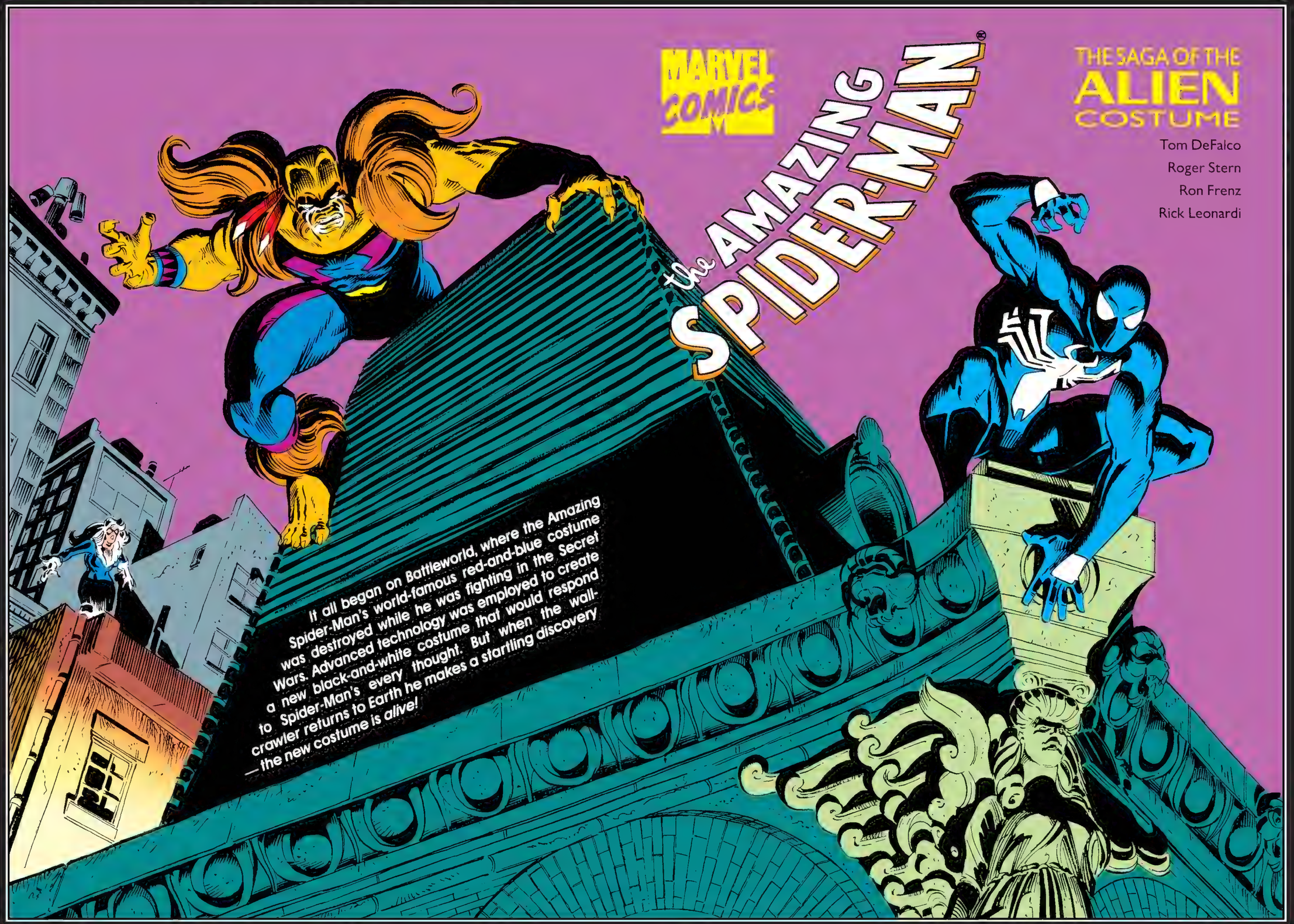
Marvel Tales #274 (June 1993) cover
by Ron Lim & Terry Austin

Reprinting *The Amazing Spider-Man* #260

Marvel Tales #275 (July 1993) cover
by Ron Lim & Al Milgrom

Reprinting *The Amazing Spider-Man* #261

The Amazing Spider-Man: The Saga of the Alien Costume TPB (1988)
First edition cover by Ron Frenz & Josef Rubinstein



Reprinting *The Amazing Spider-Man* #252-259

The Amazing Spider-Man: The Saga of the Alien Costume TPB (1988)

Second edition cover by Ron Frenz & John Romita

Reprinting *The Amazing Spider-Man* #252-259

FOREWORD
BY JIM SALICRUP
FROM THE AMAZING SPIDER-MAN: THE SAGA OF THE ALIEN COSTUME TPB (1988)

Can you imagine taking a world-famous comic book super hero and completely changing his costume? Well, that's just what we did to the Amazing Spider-Man a few years ago. The reaction was phenomenal. Newspapers and TV news programs across the nation carried the story of the wall-crawler's new clothes and fans everywhere were shocked. This type of thing simply wasn't done. Every red-blooded American knows you don't tamper with success. Had merry Marvel's editors and writers gone insane? Were the hard-working, deadline-driven pencilers and inkers getting tired of drawing all those webs on Spidey's old red-and-blue costume? What was going on? Well, it's a long story…

In the beginning there was Stan Lee. Along with artist Steve Ditko, they created the Amazing Spider-Man over twenty-five years ago in the final issue of *Amazing Fantasy*. Right off the bat, Spidey (as we like to call him) wasn't like other super heroes. Unlike the square-jawed, two-dimensional super do-gooders of the time, Spidey was really a teenaged high school student. Back in those days teenagers were relegated to the role of the hero's young sidekick. And that's just the tip of the iceberg. Everything about *The Amazing Spider-Man* was different. The basic premise of the strip was what would really happen to someone if he really did receive fantastic super-powers. So when young Peter Parker was bitten by that radioactive spider which gave him the proportionate speed and strength of the arachnid, his problems were just beginning. He had money problems, family problems, school problems, girlfriend problems, work problems, health problems, public relations problems, torn-costume problems—*the guy had problems!* This kind of thing just wasn't supposed to happen to super heroes! And that's exactly the kind of thing that keeps happening to poor Peter Parker. Take the summer of '87, for example. Spidey got married. It wasn't a dream, or an "imaginary story." He really got married! And when he changed his costume, he didn't go back to his original costume at the end of the issue! (He did eventually go back to his old costume, I must confess, but that's another story for another book!)

Even the way he got the costume was typical of the ol' Parker luck. You see, he was on this planet known as Battleworld, fighting alongside a couple of dozen Marvel super heroes, when he tore his costume. Spidey couldn't find a needle and thread on this alien world, but he did find a super high-tech contraption that was able to create a brand-new costume for him. It was the latest in state-of-the-art super-suits, capable of creating its own web-fluid, changing into normal civilian clothes, and most mysteriously, it would do so by responding to Spidey's very thoughts! Sure beats the heck out of *wash and wear!* There was just one small problem. The costume was alive.

Now some of you might be thinking, what's the big deal? After all, there have been other super heroes who have changed their costumes. The big deal was that never before had a super hero as well known and successful as Spidey changed his appearance. Up until that point only second-string characters would don new duds. It was a way to try boosting both reader interest and sales by giving characters a new look. Changing Spidey's costume was tampering with success, something only the batty Bullpen would ever be crazy enough to dare!

(Ironically, Spidey continued to appear in his red-and-blue costume in the black-and-white internationally syndicated daily comic strip while he wore his new black-and-white outfit in his four-color comic book. Go figure.)

That's enough behind-the-scenes palaverin', the action and excitement of the Saga of the Alien Costume awaits! Enjoy!

– Jim Salicrup
April 1988

BIOGRAPHIES

TOM DEFALCO

Writer/editor Tom DeFalco broke into the comic book industry in 1972 at Archie Comics. After serving in a staff position where he inaugurated the highly successful line of Archie digests, he would later begin writing for the Archie line. By the late '70s, he also had a stint on *Superman Family* and stories in *Marvel Two-In-One* and *Avengers*. He joined with iconic Marvel artist Steve Ditko on *Machine Man* in 1980 and launched Marvel's first direct-market exclusive title, *Dazzler*.

By 1981, he had begun to work solely for Marvel, returning to *Marvel Two-In-One* for a 13-issue run. Soon after, DeFalco transitioned to editing, with a stable including the Spider-Man family of titles, *Micronauts*, *Ghost Rider*, *G.I. Joe* and *Marvel Super-Heroes Secret Wars*. In addition to his editorial role, he still wrote a handful of titles, most notably *Amazing Spider-Man* and the 1984 *Machine Man* limited series illustrated by Barry Windsor-Smith and Herb Trimpe. In 1987, DeFalco began a celebrated run on *Thor* with artist Ron Frenz. Soon after that, he was named Marvel's editor-in-chief. A need to make up for a budget shortfall at the beginning of his EIC tenure led DeFalco to launch a line of deluxe hardcover reprints—the *Marvel Masterworks*. Under his guidance, creative freedom at Marvel expanded, as did the line of titles, and the company marked its highest-selling titles of all time, including Claremont and Lee's *X-Men*, McFarlane's *Spider-Man* and Liefeld's *X-Force*. All the while, DeFalco continued writing *Thor*, where he introduced the New Warriors and Thunderstrike.

After his tenure as editor-in-chief ended, he kept on writing for Marvel, where he was heavily involved in the Spider-Man "Maximum Carnage" and "Clone Saga" storylines. In 1998, DeFalco and Frenz teamed on an issue of *What If?* for a pivotal character debut. They introduced Mayday Parker, A.K.A. Spider-Girl, a heroine that proved to be so popular that a whole universe was built around her and the adventures of her peers. The MC2 Universe was guided and developed by DeFalco, with *Spider-Girl* leading the pack in popularity, withstanding commercial pressures and notching 100 issues thanks to a legion of loyal fans. Since his work on *Spider-Girl* wrapped up in 2010, DeFalco has returned for a stint on Archie's flagship title, written *Superboy* for DC and kept busy with various freelance projects.

RON FRENZ

Few can match Ron Frenz when it comes to consistency and longevity as an artist. He notched accomplished runs on the field's two most revered and influential characters, Spider-Man and Superman, and carried each through controversial new costume designs. When the 22-year-old broke into the industry, he began as co-penciler of *Ka-Zar the Savage*, and then *Star Wars*. Proving himself on those books, Frenz succeeded John Romita Jr. on *Amazing Spider-Man*, his artwork channeling Steve Ditko's original web-slinger. Next, he joined Tom DeFalco on a six-year-long run on *Thor* with a new look and identity for Marvel's Thunder God. Their efforts led to *Thunderstrike*, a spin-off title featuring Eric Masterson, and the creation of the New Warriors. After an influential run on DC's *Superman*, Frenz returned to Marvel to team with DeFalco on the launch of the MC2 Universe, home of Spider-Girl, the fan-favorite Marvel heroine, for which he drew dozens of issues right up to her final miniseries, *Spectacular Spider-Girl*. In 2001, Frenz joined Kurt Busiek and Erik Larsen on their revival of *The Defenders*, and was part of the jam unit that drew the Lee/Kirby homage *Fantastic Four: The World's Greatest Comics Magazine*. His most recent project is the 2013 IDW revival of *G.I. Joe: A Real American Hero* with series originator Larry Hama.

BOB LAYTON

For Bob Layton, comic books were love at first sight. After graduating early from high school, Layton formed the Contemporary Pictorial Literature (CPL) Gang with fellow fan and Hoosier, Roger Stern. Together, they published fanzines out of Layton's apartment, which led to producing Charlton Comics' official fanzine *The Charlton Bullseye*. Layton soon began apprenticing for legendary artist Wallace Wood, and while delivering Wood's work to the Marvel office, Layton parlayed a chance encounter with Art Director John Romita into a regular gig as an inker on *The Champions*. Next, Layton joined writer David Michelinie in a yearlong sojourn at DC where they co-plotted books Michelinie would script and Layton would ink; among them were *Claw the Unconquered*, *Star Hunters*, and *Hercules Unbound*.

In 1978, the Michelinie/Layton team embarked on their most influential collaboration: *Iron Man*. With John Romita Jr., they took the title in a dramatic new direction—depicting Tony Stark's descent into alcoholism, and introducing supporting characters Jim Rhodes and Bethany Cabe. Beyond inking and co-plotting the title, Layton transformed Iron Man's aesthetic with innovative new armor designs. In the midst of their *Iron Man* work, Layton and Michelinie introduced Scott Lang, the new Ant-Man, in *Marvel Premiere*. After three years of triumph with *Iron Man*, Layton went solo on a 1982 *Hercules* miniseries, providing pencils and inks, and a hilarious script that introduced the bumbling buffoon "Herc" persona to Marvel. Its success led to a sequel miniseries, a graphic novel, and the 2010 miniseries *Hercules: Twilight of a God*. After launching *X-Factor* in 1986 with Jackson Guice, Layton reunited with Michelinie for another classic *Iron Man* run which included the "Armor Wars" saga.

In 1989, Layton co-founded Valiant Comics, where he presided over books like *Magnus, Robot Fighter*; *Solar, Man of the Atom*; *The Second Life of Doctor Mirage*; and the breakout hit *X-O Manowar*. After an early 2000s venture with his Future Comics start-up, Layton turned his attention to writing work in Hollywood. However, Layton remains no stranger to comics, having teamed up with Michelinie in 2008 on *Iron Man: The End* and *Iron Man: Legacy of Doom*.

STAN LEE

Stanley Lieber was born in New York City in 1922, the oldest son of Jewish immigrants from Romania. Upon an early graduation from high school, Stan was thrust in to the Depression-era economy. Meanwhile, Martin Goodman's Timely Comics needed staff, and Stan, Goodman's wife's cousin, joined as an assistant editor. His youthful aspiration was to one day write the "Great American Novel," so for his comic

book work he adopted a pseudonym: Stan Lee. This way, he could reserve his real name for that novel-to-be.

He quickly graduated from simple text pieces to full-length stories, and before long his proficiency on the job earned him the position of managing editor while still a teenager. His tenure in the '50s saw the company's expansion (under the name Atlas) to include horror, crime, Western, war, satire and romance comics.

All this was a prelude to the Marvel Age of Comics, ushered in under the auspices of Stan Lee and a small stable of artists including the formidably talented Jack Kirby and Steve Ditko. Responding to Martin Goodman's challenge to find a way to revitalize dwindling sales, Lee figured he would co-opt the super-hero revival at DC Comics and add his own magic to the mix: Instead of being perfect invulnerable champions, Marvel's heroes would be normal, fallible, imperfect people forced to cope with their newfound superhuman traits just as the average person might.

Lee's innovation sent shock waves throughout comics, and within a few years, Marvelmania was taking hold. Under his direction, the Fantastic Four, Spider-Man, Iron Man, Thor, Doctor Strange and the Incredible Hulk flourished in the shared universe they inhabited. Lee developed the idea that these larger-than-life heroes would meet each other in crossovers from title to title, thus broadening the story possibilities for eager fans.

In addition to bringing a new twist to the life of the super hero, Lee also brought the reader inside Marvel's "Batty Bullpen," creating a sense of camaraderie and special membership. His friendly and enthusiastic banter in letters pages, house ads and Bullpen Bulletins brought Marvel Comics to a level of familiarity with their fans that had kids and college students proudly professing themselves to be "True Believers."

At one time, Lee wrote virtually every comic that Marvel published during the '60s. But when he was promoted to publisher in 1971, his writing had to take a backseat, and by the mid-'70s, he semi-retired from scripting duties. Over the years, Lee has returned to write scripts for the occasional single issue or series, focusing on Marvel's ventures into television and movie development. His standing in the field was recognized with his induction into the Eisner Hall of Fame in 1994. He remained Marvel Comics' single greatest ambassador to the world until his passing in 2018.

RICK LEONARDI

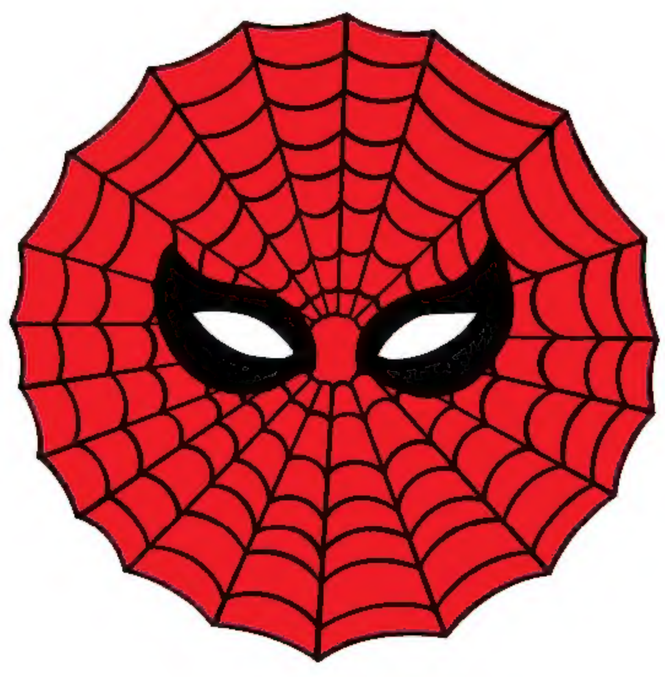
As soon as Rick Leonardi graduated from Dartmouth College in 1979, he sent Marvel and DC a self-written and -drawn comic book that spoke to his artistic potential. Marvel wrote back, encouraging him to take a job with them. In his first years in comics, Leonardi eased himself into the business with a handful of stories in *Thor* and *The Spectacular Spider-Man*. After proving himself, he landed a pair of higher-profile gigs with writer Bill Mantlo on the 1982 miniseries *The Vision and the Scarlet Witch* and *Cloak and Dagger*. After penciling issues of *The Amazing Spider-Man*—and being a part of the development of Spider-Man's new black costume with Mike Zeck—Leonardi reunited with Mantlo to launch an ongoing *Cloak and Dagger* series in 1985. He followed that up with Marvel's top-selling X-titles, drawing a Colossus serial in *Marvel Comics Presents* and several issues of *The Uncanny X-Men* and *The New Mutants*. In 1992, Leonardi and Peter David created Miguel O'Hara in *Spider-Man 2099*, a series Leonardi would draw for most of the first 25 issues of its run. In the late '90s, Leonardi drew the five-issue series *Painkiller Jane* for Joe Quesada and Jimmy Palmiotti's Event Comics, and in the 2000s, he would head to DC for stints with *Batgirl*, *Vigilante* and *Nightwing*. A longtime fan of Batman, Leonardi's most recent project is the ongoing series *Batman Beyond*.

ROGER STERN

Born in Noblesville, Indiana, in 1950, Roger Stern was a self-professed "child of the '50s," immersing himself in pop culture icons like Lucille Ball, the Lone Ranger, and especially Superman. After graduating from Indiana University, Stern worked at Indianapolis' WXLW radio and formed a comic fan collective with fans in the region. Stern teamed with fellow Hoosier Bob Layton to transform Layton's comic sales business into the fanzine *CPL* (*Contemporary Pictorial Literature*). Their efforts led to an offer from Charlton to create the publisher's official fanzine, *Charlton Bullseye*. Soon after, Stern's fandom pal Roger Slifer contacted him with an opportunity to interview for a Marvel staff job. Stern raced to New York to put his passion for comics to the test. He was hired as an assistant editor and in 1975 embarked on an eleven-year career at Marvel. Stern's early editing duties saw him guiding the Avengers family of titles, *Master of Kung Fu*, *Spider-Woman*, and others. He also presided over *X-Men* during the seminal Chris Claremont, John Byrne, and Terry Austin run, and plotted *Marvel Premiere* #50 starring rocker Alice Cooper.

In 1978, he began to take on regular writing work on *The Incredible Hulk* and *Doctor Strange*. His compelling storytelling quickly earned him an audience and turns writing *Captain America* and Spider-Man in *The Spectacular Spider-Man*. The latter title led to his tenure on *The Amazing Spider-Man*, a run regarded by many as second only to Stan Lee's. Amongst their many Spidey highlights, Stern and artist John Romita Jr. introduced the Hobgoblin and a new Captain Marvel, Monica Rambeau. Stern also began a long stint on *The Avengers*, launched *West Coast Avengers*, and returned for another celebrated run on *Doctor Strange*.

When his tenure with Marvel came to an end in the late '80s, Stern became indelibly linked to the Man of Steel with iconic work that included "The Death of Superman." Since then "Uncle Rog," as he is known to his devoted fans, has returned to Marvel to write several series including *Avengers Forever*, *Amazing Spider-Man*, *Marvel: The Lost Generation*, *Captain America Corps*, and more.



Biographies researched and written by John Rhett Thomas

MARVEL MASTERWORKS

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THE GOLDEN AGE

As the Great Depression wore on and the specter of war hung over America, a new storytelling medium was born: the comic book. Within their four-color pages, larger-than-life super heroes could make short work of America's foes, giving readers of all ages hope for victory against the real-life enemies that faced the United States. At the forefront of this new medium was Timely Comics, a young company staffed by such legendary creators as Carl Burgos, Bill Everett, Joe Simon, Jack Kirby and Stan Lee.

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THE ATLAS ERA

Seeing super heroes waning, Timely Comics evolved into Atlas Comics and took on a vast new range of genres: science-fiction tales of outer space adventures; realistic war comics; buxom jungle heroines; horror comics that would become the center of a moral panic that rocked the industry; and romance comics for the emerging teen audience. Even the classic costumed heroes of the Golden Age retooled to take on the threat of Communism. From Western gunfighters to crime to horror, the Atlas Era had it all!

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ATLAS ERA STRANGE TALES VOLS. 1-6
ATLAS ERA TALES TO ASTONISH VOLS. 1-4
ATLAS ERA TALES OF SUSPENSE VOLS. 1-4
ATLAS ERA VENUS VOL. 1

THE MARVEL AGE

In August 1961, change hit newsstands: *The Fantastic Four* #1 did not feature the squeaky-clean heroes of yesteryear. They were real characters placed in extraordinary circumstances. They lived together, they fought among themselves — and sometimes, they even lost to the bad guys. This was more than a change in attitude: It was the beginning of something entirely different — the beginning of the Marvel Age of Comics!

Thanks to the fertile imaginations of Stan Lee, Jack Kirby, Steve Ditko and others, an unending list of heroes followed the FF with ever-increasing acclaim and popularity: the Amazing Spider-Man, the Mighty Thor, the Incredible Hulk, Daredevil, Iron Man and the X-Men, to name but a few. These were the Marvel heroes, born of conflict and a continuous struggle to balance human lives with superhuman responsibilities.

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